

William Paterson
University of New Jersey

Board of Trustee Bylaws

THE WILLIAM PATERSON UNIVERSITY OF NEW JERSEY
BOARD OF TRUSTEES

BYLAWS

ARTICLE I

Board Authority and Responsibilities

Section 1. Statutory Duties and Responsibilities. Pursuant to the Revised Statutes of the State of New Jersey, 18A:64-2, the governance of William Paterson University is ultimately vested in the board of trustees. As such, the board may do the following:

- A. Determine and periodically review the university's mission and purposes, consistent with state constitutional and/or statutory provisions.
- B. Appoint the president, who shall be the university's chief executive officer, and set appropriate terms of employment, including compensation.
- C. Provide advice and guidance to the president and annually assess his or her performance based on mutually agreed-upon goals and other criteria.
- D. Determine broad policy guiding the appointment of all faculty members and employees, on the recommendation of the president, and consistent with its other policies and state regulations.
- E. Review and approve proposed changes in the university's academic programs and other major enterprises consistent with the university's mission, plans, and financial resources.
- F. Approve the annual budget and tuition and fees, regularly monitor the university's financial condition, and establish policy guidelines affecting all institutional assets, including investments and the physical plant.
- G. Adopt bylaws, rules, and regulations for the governance of its members, officers, agents, and employees and require adherence to such rules.
- H. Grant diplomas and confer degrees based upon the recommendation of the president.
- I. Serve actively as advocates for the university in appropriate matters of public policy in consultation with the president and other responsible parties, as the board shall determine.
- J. Periodically assess its own performance, in order to set an example for the university community and to seek ways to strengthen its effectiveness as a governing body.

ARTICLE II

Membership of the Board

The Board of Trustees shall consist of a diverse group of New Jersey citizens in race, ethnicity, gender, and experience, not less than seven (7) nor more than fifteen (15) as may be fixed from time to time by the Board of Trustees. The term of office of appointed members shall be for six (6) years beginning on July 1 and ending on June 30. Each member shall serve until his successor shall have been appointed and qualified, and vacancies shall be filled in the same manner as the original appointment for the remainder of the unexpired term. Any member of a Board of Trustees may be removed by the Governor, for cause, upon notice and opportunity to be heard. The President is a member of the Board, ex-officio, without vote.

On the retirement of a Trustee, s/he may receive the designation *Trustee Emeritus* in recognition of exemplary service to the University. The criteria for receiving this honorific includes: (1) a trustee must be nominated by the Nominations and Governance Committee for a vote of the full Board on the occasion of her/his retirement from the Board. A dossier of the trustee's service accompanies the nomination; (2) a trustee must have served with distinction as evidenced in the trustee's dossier. Distinction includes Board officer and/or contribution to the University community (i.e., chair of a presidential search committee, monetary contribution to the University); (3) a trustee must have served for a minimum of no less than 12 years; (4) a trustee may from time to time, at the discretion of the President or Board Chair, be asked to serve the University; and (5) a trustee elected as emeritus is not expected but may attend Board Meetings without voting privileges.

ARTICLE III

Officers of the Board

Section 1. Election. As prescribed by State statute, at its regular meeting held in September, the board shall elect a chair, vice chair, and secretary, all of whom shall be voting trustees. The formal election of Board Officers shall take place at the Board's final meeting of the academic year – June or July – in even-numbered years, shall take effect as of September 1, and shall be for two-year terms. The Nominations and Governance Committee shall develop a slate of officers to be presented to the full Board of Trustees for election, position by position, by closed ballot. An individual trustee is limited to two (2) consecutive terms in a particular officer position, but may serve immediately thereafter in another officer position or serve thereafter in the same officer position following an interval of a minimum of four (4) years not holding that specific officer position. Elected officers shall be announced as holding office at each September meeting of the Board.

In the event of a vacancy in an officer position or positions occurring for any reason, the Nominations and Governance Committee shall prepare a slate of potential replacement candidates and conduct an election among the entire Board of Trustees by closed ballot.

Section 2. Chair. The Chair shall perform all duties commonly incident to his/her office and exercising general supervision of the affairs of the Board of Trustees. In particular, the Chair shall sign all reports required by the laws, rules and regulations of the State of New Jersey. The Chair shall also report to the Board of Trustees all matters coming to his/her notice that relate to the interests of the Board of Trustees. The Chair shall preside at all public and executive meetings of the Board of Trustees.

Section 3. Vice Chair. The vice chair of the board shall have the authority to perform the duties of the chair of the board in the event of the chair's absence or inability to act.

Section 4. Secretary. The Secretary shall cause to be recorded all votes and the minutes of the proceedings at all public meetings of the Board of Trustees. The Secretary shall have custody of a cumulative record of these votes and minutes, and of such other records as papers as the Board may prescribe. The Secretary shall cause to be prepared and filed such reports and statements as may be required the laws, rules and regulations of the State of New Jersey, upon authorization by the Chair. The Secretary shall cause to be reproduced and distributed the notifications and agenda of meetings prescribed in the following section of these by-laws. The Secretary shall cause to be reproduced and sent to the President a copy of any correspondence addressed to the Board that has not been otherwise routed to the President.

ARTICLE IV

Officers of the University

Section 1. President of the University.

The president of the university shall be elected by the board upon receiving the affirmative votes of not fewer than two-thirds of the members of the board who have voting privileges. He or she shall serve at the pleasure of the board. The president, as prescribed by the Acts of the State Legislature, shall be the university's chief executive officer and the chief adviser to and executive agent of the board of trustees. His or her authority is vested through the board of trustees and includes responsibilities for all university educational and managerial functions, except those which, by law, these bylaws, or other orders of the board are the specific responsibility of other persons or bodies. The president is responsible for leading the university, implementing all board policies, keeping the board informed on appropriate matters, consulting with the board in a timely manner on matters appropriate to its policymaking and fiduciary functions, and serving as the university's key spokesperson. He or she has the authority to execute all documents on behalf of the university and the board of trustees consistent with board policies and the university's best interests. The president serves as an ex-officio member of all board committees (except meetings between the Board and Internal Auditor) and shall bring any matter before the board or any of its committees he or she deems to be appropriate.

Section 2. Other Officers.

The president of the university is authorized to recommend for appointment by the board such number of vice presidents, deans, and other officers as may be necessary for assistance in carrying out efficiently and effectively his or her responsibilities. All such officers of the university shall be under the president's general supervision and shall exercise such powers and duties as he or she may prescribe.

ARTICLE V

Board Meetings

Meetings of the board of trustees shall be held on the university campus or any other place that the chair or a majority of the board may from time to time designate. All meetings of the board and its standing and special committees or subcommittees shall be held in accordance with the relevant statutes of the State of New Jersey and in accordance with the Open Public Meetings Act.

Section 1. Regular Meetings. In addition to organizational meetings, there shall be no less than four regular meetings of the board of trustees each year. At such meetings any business relating to the university may be discussed and transacted. The Agenda for each public meeting shall be prepared by the President and sent to each member of the Board and to any other body to whom the University is contractually bound be sent such notice, at least seven days prior to the meeting. Any member of the Board shall have the prerogative of inserting items in the agenda.

Section 2. Special Meetings. The chair of the board shall have the power to assemble the board at any time in special meetings. The Chair shall also call a special meeting whenever he/she is requested to do so by at least three trustees and a public meeting whenever he/she is requested to do so by at least five trustees. In any such meeting, in person or by electronic communication, the chair shall ensure that the board complies with all provisions of the Open Public Meetings Act. At a special meeting, the board may deal with only the business that was stated in the call for the meeting.

Section 3. Quorum. A simple majority of the voting members of the board shall constitute a quorum for the transaction of board business. The trustees present at any meeting, if constituting less than a quorum, may adjourn any meeting until such quorum shall be present. All questions coming before the board of trustees shall be determined by a majority vote of those trustees voting on that issue.

Section 4. Executive Sessions. Executive sessions of the board will include the trustees and the president. Other individuals may be invited to give information as deemed necessary by the board. Their topics and purposes shall be limited to those matters permitted by state statute and the Open Public Meetings Act.

Section 5. Rules of Procedure. Business before the board shall be conducted according to the *Robert's Rules of Order* when not inconsistent with board bylaws.

ARTICLE V

Board Committees

Section 1. Standing Committees. The board shall establish certain standing committees as it wishes, including an executive committee, and committees on Educational Policy and Student Development, Finance, Audit, and Institutional Development, Nominations and Governance, and Personnel and Compensation. Each standing committee shall have a written description of its responsibilities and scope of work separate from these bylaws.

Section 2. Appointment of Committee Members. The chair of the board of trustees shall appoint trustees annually to serve on standing committees. The board chair, the president, or a member of the administrative staff chosen by him or her, shall serve as ex officio members of all committees except as otherwise required by these bylaws. The Chair or the President shall, in his/her discretion, refer to the appropriate committee any matter falling within its purview. As need dictates, the Chair shall appoint other standing committees or ad hoc committees or abolish committees previously established.

Section 3. Executive Committee

- A. *Membership.* In accordance with state statute, the executive committee shall consist of the board chair, the vice chair, and the chairs of all other standing committees. The president shall serve as an ex officio nonvoting member. The chair of the board shall chair this committee. A simple majority shall constitute a quorum. It shall meet at such times as may be necessary at the chair's discretion.
- B. *Charge.* The Executive Committee shall have the authority to take action on behalf of the Board of Trustees only in the rare circumstances when a quorum of the Board of Trustees cannot be assembled to consider an urgent decision required by the University's Administration. Such authority is granted to the extent permitted by law. Any such actions by the Executive Committee shall be reported to the Board of Trustees promptly, but no later than the next regularly scheduled meeting. The Executive Committee is responsible for the evaluation and compensation of the president, including goals, subject to approval by the Board of Trustees. The Committee shall keep minutes of all of its meetings.

ARTICLE VI
Indemnification

The university shall provide its current and former trustees and officers with legal defense in connection with any threatened or pending action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to which they are made parties by reason of being or having been a representative of the university pursuant to the terms and conditions of the New Jersey Tort Claims Act N.J.S.A. 59:1-1 et. seq. The university shall also indemnify to the extent permitted by state law any trustee or officer for judgments, damages, settlements, and costs reasonably incurred in such proceedings pursuant to the terms and conditions of the New Jersey Tort Claims Act N.J.S.A. 59:1-1 et. seq. In addition to the indemnification herein provided, the university may secure a policy of directors' and officers' liability insurance covering all members of the board within limits determined by the board.

ARTICLE VII
Conflict of Interest and Annual Disclosure

Any trustee shall be considered to have a conflict of interest if such trustee has existing or potential financial or other interest that may impair or reasonably appear to impair such member's independent, unbiased judgment in the discharge of his responsibilities to the university. A conflict of interest shall also be deemed to exist if such trustee is aware that a member of his family or any organization in which such trustee (or member of his family) is an officer, director, employee, member, partner, trustee, or controlling stockholder has such existing or potential financial or other interest. For the purposes of this provision, a family member is defined according to the provisions of New Jersey Executive Order 64.

All trustees shall disclose to the board any possible conflict of interest at the earliest practical time. Further, each trustee shall absent himself or herself from discussions of and abstain from voting on such matters under consideration by the board of trustees or its committees. The minutes of such meeting shall reflect that a disclosure was made and that the trustee having a conflict or possible conflict abstained from voting. Any trustee who is uncertain whether a conflict of interest may exist in any matter may request the board or executive committee to resolve the questions in his absence by majority vote.

Annually, each trustee shall complete and sign a disclosure form required by the State of New Jersey.

ARTICLE VIII
Amendments

These bylaws can be amended, altered, repealed or added to in any manner consistent with the laws, rules and regulations of the State of New Jersey by the affirmative vote of the majority of trustees at any public meeting of the Board of Trustees, provided that a copy of the proposed amendment has been furnished to each member of the Board, and to the other recipients of the agenda of its meetings, at least ten days before the meeting.

Adopted: July 24, 2012