



STOCKTON UNIVERSITY BOARD OF TRUSTEES BY-LAWS

ARTICLE I

Offices

The principal office of the body corporate shall be the main campus of the University in Galloway Township, Atlantic County, New Jersey. Such other offices 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 to fifteen (15) members appointed, pursuant to N.J.S.A. 18A:34 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 one 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.

Section 2. Duties and Powers

The Board of Trustees shall have all the powers and duties granted to it by law. Incorporated by its reference are the provisions of New Jersey Statutes 18A:64 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.

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 Statute 18A:643.

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 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 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

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 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 Board 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, 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 or Chairperson to do so.

ARTICLE V

Committees

Section 1.

discretion.

All standing committees shall be chaired by a member of the Board 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, and friends of the College. The Board of Trustees shall advise and consent on all such appointments.

The Board may create ad hoc committees, the members of which shall be 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 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 bylaws may be amended by the affirmative vote of a majority of the Board of Trustees authorized to vote on any issue at two successive public meetings. ET BT ues