

MIDDLESEX COLLEGE
BOARD OF TRUSTEES
Bylaws

ARTICLE I
NAME

The official name of the College is *Middlesex College* (“College”). The legal name of the body corporate is the Board of Trustees of Middlesex College (“Board”).

ARTICLE II
PURPOSE

Recognizing the broad range of needs for greater educational opportunity beyond high school in the community, Middlesex College will offer programs of study to meet the following major purposes:

- a. Associate Degree and Certificate programs in the organized occupational fields of business, health services, commerce, and industrial and related technologies. Curricula in these areas are designed to prepare graduates for employment and careers in the business, commercial, industrial, and health facilities of Middlesex County in particular, and the State of New Jersey generally.
- b. Associate Degree and Certificate programs in the fields of the liberal arts and sciences. Curricula in this area are designed to assure the graduate maximum transfer of credits to baccalaureate degree granting institutions.
- c. Community-centered programs of both degree credit and noncredit value, of varied length and character, in response to the particular educational, occupational, workforce, and cultural needs of the people of Middlesex County.

ARTICLE III
CONSTRUCTION AND APPLICATION

These Bylaws are a general statement of the powers and duties of the Board of Trustees and in no way limit the authority of the Board. Notwithstanding anything contained in these Bylaws, the Board of Trustees retains full authority to modify these Bylaws in whole or in part, and to otherwise establish policies for conducting the affairs of the College.

ARTICLE IV
POWERS AND DUTIES

Section 4.1 – Legislative Findings

The Board of Trustees is responsible for the overall planning and policy making of the College in fulfillment of the purposes stated in Article II of these Bylaws. The Board, appointed pursuant to N.J.S.A. 18A:64 A-1 et seq., shall be responsible for the management and control of the College

and for the custody of College property. Subject to rules and regulations of the State, or other relevant authorities, the Board of Trustees will establish broad general policies and programs to govern the operations and management of the College, leaving the details of administration to the President of the College and his/her staff.

Section 4.2 – Duties and Powers of the Board

The Board, subject to law, shall have the following powers and duties:

- a. To make and file an Annual Report in the manner prescribed by State regulation to appropriate state entities, and to the Board of Chosen Freeholders of Middlesex County.
- b. To adopt or change the name of the College.
- c. To adopt and use a corporate seal.
- d. To sue and be sued.
- e. To approve the educational curricula and programs of the College, consistent with the programmatic mission of the College.
- f. To set qualifications for, appoint, evaluate, and fix the compensation and term of office of President of the College who shall be the executive officer and an ex officio member of the Board.
- g. To appoint, upon nomination of the President, members of the administrative and teaching staffs and fix their compensation and terms of employment.
- h. To approve the administrative structure and personnel organization of the College.
- i. Upon nomination of the President, to appoint or employ such other officers, agents, and employees as may be required, and to fix and determine their qualifications, duties, compensation, terms of office, and all other conditions and terms of employment and retention.
- j. To fix and determine tuition rates and other fees to be paid by students.
- k. To grant diplomas, certificates, and degrees.
- l. To review and approve budgets for capital and operating requirements for submission to the State and the Board of School Estimate, and to authorize and approve expenditures.
- m. To enter into contracts and agreements with the State or any of its political subdivisions; with the United States; with any public body, department, or other agency of the state or the United States; or with any individual, firm, or corporation which are deemed necessary or advisable by the Board for carrying out the purposes of the College.
- n. To accept from any government or governmental department, agency, or other public or private body, or from any individual or other source, grants or contributions of money or property to be used for, or in aid of, any of the purposes of the College.
- o. To acquire (by gift, purchase, condemnation or otherwise), own, lease, use and maintain, and operate property, whether real, personal or mixed, or any interest therein, which is necessary or desirable for College purposes.
- p. To determine if any property, both real and personal, owned or leased by the College, is no longer necessary for College purposes, and to sell, lease, rent, or dispose of the same at such price, and in such manner, and upon such terms and conditions as shall be established or required by law.
- q. To exercise the right of eminent domain, pursuant to the provisions of Title 20 of the New Jersey statutes, to acquire any property or interest therein.

- r. To provide for an annual audit of the accounts of the College to ensure effective financial management, propriety of financial transactions, and full disclosure of fiscal activities of the College.
- s. To make and promulgate such rules and regulations not inconsistent with law or with the rules and regulations of the State, that are necessary and proper for the administration and operation of the College.
- t. To exercise all other powers which may be reasonably necessary for the establishment, maintenance, and operation of the College, not inconsistent with the laws or rules and regulations required by appropriate State or federal authority.
- u. To establish committees and otherwise facilitate Board matters, and to alter and amend any function or procedure of Board activity not inconsistent with law or regulation.
- v. To review with the President on a regular basis what kinds of data are needed and how often in order for the Board to be able to carry out its responsibilities.
- w. To set goals each year for the Board and conduct an annual self-assessment of the Board's effectiveness in relation to its annual goals consistent with the requirements of the regional accreditation agency by which the College is accredited.

Section 4.3 – Duties and Powers of the President

The President of Middlesex College shall be responsible to the Board of Trustees and shall have such powers as shall be requisite: for the executive management and conduct of the College in all departments, branches and divisions, and for the execution and enforcement of the Bylaws, rules, regulations and order governing the management, conduct, and administration of the College.

Section 4.4 – Composition of the Board of Trustees

The Board of Trustees shall consist of:

- a. Eight members appointed by the Board of Chosen Freeholders of Middlesex County.
- b. Two members appointed by the Governor of the State of New Jersey.
- c. The Middlesex County Superintendent of Schools shall be an ex-officio member.
- d. The President of the College shall be a non-voting ex-officio member.
- e. A representative of the previous year's graduating class, selected by the graduating class, shall be a voting member and shall serve a one-year term commencing at the first meeting in July immediately following his/her election. (See Procedure: Student Representative Selection Criteria)
- f. Of the appointed members, at least two shall be women.
- g. No employee of Middlesex College or elected public official or employee of the County of Middlesex shall serve as a voting member of the Board, in accordance with the statutes, rules, and regulations of the State.

ARTICLE V
OFFICERS

Section 5.1 – Officers

The Board of Trustees shall organize annually at the November Annual meeting. At this meeting, the Board shall elect a Chair, Vice Chair, Treasurer, Secretary, and Assistant Secretary, and they shall take office immediately. They shall be elected by and from the members of the Board of Trustees, except for the Assistant Secretary. All officers shall be chosen by ballot, the votes of a majority of a quorum of the Board, as defined herein, being necessary for election. Officers will hold office until their successors take office. Any vacancy occurring in an office during the year shall be filled by an election of the Board as soon as possible thereafter.

Section 5.2 – Duties of Officers

a. Chair

The Chair shall preside at all meetings of the Board and discharge the duties which ordinarily pertain to that office. He/she shall be a member ex officio of all committees and shall be entitled to vote at all meetings of the Board and of all its committees. Unless otherwise provided herein, or otherwise determined by the Board, the Chair shall appoint all standing, special, ad hoc, and advisory committees and shall designate the chair of such committees. The Chair is empowered to execute all documents, receipts, releases, or other instruments requiring the signature of an authorized representative of the Board. The Chair shall coordinate all Board activities and ensure that all Board directives and policies are complied with.

b. Vice Chair

The Vice Chair shall serve as Chair and exercise the powers and duties of that office during the Chair's absence or inability to act. He/she shall exercise such other powers and duties as may be delegated to him/her by the Chair. The Vice Chair shall also be responsible for the quarterly review of the expenses of the President and for reporting such review to the Board.

c. Treasurer

The Treasurer shall be responsible for ensuring the safekeeping of all funds paid to the College. These funds shall be kept in accounts in the name of the College, in a bank or banks designated by the Board. The Treasurer shall be responsible for the establishment and periodic review, with the Finance Committee, of a system of procedures and controls covering the collection, internal handling, and disbursement of all monies due to, or owed by, the College. Said system, and any changes therein, shall be approved by the Board of Trustees. The Treasurer shall render periodic accounts of the financial condition of the College as required by the Board of Trustees.

d. Secretary

The Secretary shall be responsible for taking the minutes for the Board meetings. He/she shall bear primary responsibility for safeguarding all official records and papers belonging to the Board; certifying copies of Board resolutions, as required; witnessing the signature of the Chair of the Board on documents which require such signature; maintaining the College seal; signing legal advertisements; and such other duties that may be assigned from time to time by the Board.

e. Assistant Secretary

The Assistant Secretary shall, either in the absence of the Secretary or at the request of the Secretary or the Chair of the Board, exercise the powers and duties of the Office of the Secretary.

ARTICLE VI
COMMITTEES

Section 6.1 – Creation and Composition

The Board may approve by a vote of not fewer than five affirmative votes at any regular or special meeting of the Board, the creation of any standing committees it deems necessary. All standing committees, unless otherwise specified by the Board, shall be composed of up to four voting members of the Board appointed by the Board Chair, one of whom shall be designated as Committee Chair and another, who may be designated as Committee Vice Chair by the Chair of the Board. The Chair may change the composition of the membership of any committee at any meeting of the Board.

Section 6.2 – Function

All Board committees, unless specifically provided otherwise by the Board, are established solely for the purpose of conducting studies, making recommendations, reporting, informing, and advising the Board on matters pertaining to the operation of the College and other legal functions of the Board. Committees shall have no supervisory, administrative, or executive functions and shall not interfere with and shall not usurp or duplicate any function under the control or responsibility of College executive personnel. The Board shall specify the functions of any newly created standing committee.

Section 6.3 – Quorum

A majority of the members of a committee, exclusive of ex officio members, shall constitute a quorum. In addition, if Board members wish to attend a meeting of a committee of which they are not members, they need to inform the Assistant Secretary of the Board to ensure compliance with the Open Public Meetings Act.

Section 6.4 – Proceedings

Standing Committees shall submit such reports and recommendations as are appropriate to the Board for Board action. Except as otherwise specified, each standing committee will have full power to prescribe its own approach and procedures for resolving committee action and fulfilling its mission.

Section 6.5 – Standing Committees

The Standing Committees of the Board shall be:

a. Committee on Finance

1. Review and recommend the proposed operating and capital budgets of the College as presented by the President of the College, for approval to the Board of Trustees;

2. Review with management its plan for maintaining the fiscal integrity of the institution. To this end, the financial control system must assure internal and external constituencies that financial resources are being properly managed and accounted for and that the institution is complying with applicable policies and laws; and monitor the performance of management's internal financial control in conjunction with the independent auditor's annual review; and review with the College President and with the College's independent auditor, the annual audit report and the results of the auditor's annual examination;
3. Review and recommend the long range financial and facilities master plan requirements for the operation of the College;
4. Review and recommend the types and amounts of insurance to be carried by the College;
5. Review and recommend the selection process of an auditor and retention to the Board of Trustees annually; and
6. Examine all other financial matters which the Board shall designate.
7. Review and recommend acceptance of bid responses for goods and services, based on parameters established by the County Colleges Contracts Law (N.J.S.A. 18A:64A 25.1 et seq.).

b. Committee on Facilities

1. Review and recommend to the Board of Trustees for approval, all requirements for buildings and grounds, construction and maintenance, both temporary and permanent, provided, however, that maintenance or alteration projects for which funds are available having a gross cost of \$50,000 or less; and which do not involve outside contractors, may be approved by the President without prior committee review;
2. Review and recommend professional personnel and consultants relating to facilities and grounds;
3. Review and recommend plans to meet future facilities and requirements of the College, including cost estimates, review coordination of such plans and applicable capital financing with all appropriate organizations, committees and individuals;
4. Examine all other facilities matters which the Board shall designate.

c. Committee on Human Resources

1. Receive recommendations from the President for the appointment of all personnel to the positions authorized by the Board and recommend to the Board the candidates to receive such appointment;
2. Recommend to the Board: salary structure, grades, and titles for all college employees;
3. Review all personnel policies and standards and salaries, working conditions, or grievance procedures for employees which the Committee deems appropriate for consideration by the Board;
4. Review and recommend agreements entered into with bargaining unit employees that govern salaries, working conditions, and grievance procedures;
5. Receive complaints or grievances from employees or their collective bargaining representatives, after exhaustion of administrative or contractual procedures, and recommend disposition of such cases to the Board;

6. Recommend and present to the Board all other human resources matters regarding diversity, equity, and inclusion which the Committee deems appropriate for consideration by the Board of Trustees;
7. Handle all other matters relating to personnel management or labor relations which the Board shall designate; and
8. Review and recommend, in conjunction with the Committee on Academic and Student Affairs, policies regarding the Affirmative Action Plan.

d. Committee on Academic and Student Affairs

1. Review and recommend to the Board for approval the educational programs, curricula, and admission policies of the College;
2. Review and recommend policies leading to the attainment of high academic standards, accreditation, and quality of education in fulfillment of the stated purposes of the College;
3. Review and recommend methods of liaison with institutions, groups or individuals, public and private, for the express purpose of enhancing county, community, and College relations;
4. Stimulate community interest in fulfillment of the stated purposes of the College;
5. Receive from the Chair or other members of the Board of Trustees, the College President, students or alumni, matters of direct concern to the Board relating to academic and student affairs;
6. Review and recommend policies relating to student and instructional support services;
7. Review and recommend to the Board for approval College strategic plans and priorities;
8. Review the results of instructional and program assessments;
9. Review and recommend, in conjunction with the Committee on Human Resources, policies regarding the Affirmative Action Plan; and
10. Recommend and present to the Board all other academic and student affairs matters regarding equity, diversity, and inclusion which the Committee deems appropriate for consideration by the Board of Trustees.

e. Ad Hoc Committees

In addition to the standing committees, the Chair of the Board shall appoint such ad hoc committees and special committees composed of Board members as the Board may, from time to time, deem necessary to conduct its business. The Chair of the Board of Trustees shall be a member ex officio of all such committees, and exercise a vote. Each ad hoc and special committee shall submit a report to the Board of Trustees as directed by the Board. Such committee shall be considered disbanded on acceptance of this report by the Board of Trustees or when discharged by the Chair of the Board.

f. Advisory Committees

The Board of Trustees shall approve the establishment of advisory committees. The Board Chair shall approve the appointment of the members of these committees upon the suggestion of the President. Members of advisory committees shall be appointed for up to a two-year term and may be reappointed at the expiration of their term. Non Board members must receive prior written approval of the Chair of the Board to incur any expense in pursuance of committee work in order to receive reimbursement.

g. Board of School Estimate

Election of two members and two alternate members of the Board of Trustees to represent the College on the Board of School Estimate shall be held at the Annual Meeting of the Board of Trustees.

h. Executive Committee

1. The Executive Committee shall consist of four voting members as follows: Chairman, Vice Chairman, Treasurer, and Secretary.
2. The Executive Committee shall meet between scheduled meetings of the Board or when there is need for an emergency meeting. The meeting may be called by the Chairman, Vice Chairman, or President.
3. Meetings of the Executive Committee at which actions may be taken by the Executive Committee on behalf of the Board should be conducted pursuant to the notice guidelines for Special Meetings of the Board (Section 7.3).
4. The Committee shall take actions on such matters as President and/or Chairman deem necessary in order to maintain the necessary operations of the College before the next scheduled meeting of the Board.
5. The Secretary shall send minutes containing the actions taken by the Executive Committee to all members of the Board within twenty days after the Executive Committee meeting.
6. The actions taken by the Executive Committee shall be considered for ratification by the full Board at the Board's next scheduled meeting.

ARTICLE VII
BOARD MEETINGS

Section 7.1 – Annual Meeting

The Annual Meeting of the Board of Trustees shall be held in November at the same time and place as the regular meeting. The regular order of business will be suspended to accommodate the election of officers, election of two members (and two alternate members) to serve on the Board of School Estimate, reaffirmation of existing policies, the adoption of revised or new policies, and the presentation of the annual report by the President of the College for the fiscal year ended on the preceding June 30th; and such other business as the Board may deem appropriate.

Section 7.2 – Regular Meetings

The Board of Trustees shall hold a regular meeting on the third Wednesday in each month for the conduct of its business or such other date as the Board may determine and disseminate pursuant to the Open Public Meetings Law. A regular meeting of the Board of Trustees will be convened by the Chair immediately following the Annual Meeting.

Section 7.3 – Special Meetings

Special meetings shall be held on the call of the Chair or on the written request of three trustees, addressed to the Secretary. Special meetings may be called on at least forty-eight hours notice to each trustee, either by telephone, mail, or electronically. Notice to the members of the Board

may be waived if agreed to by all members of the Board. The Chair, in calling a special meeting, shall give due consideration to the request of any trustee as to the time and place of any such meeting. The specific matter to be considered at a special meeting shall be stated and no other matter shall be considered at said meeting, except with the consent of all of the members of the Board of Trustees. Call for a special meeting, during a regular meeting, which call is approved by a majority of the members of the Board at that meeting, is not subject to the aforementioned requirements, provided that the Secretary of the Board shall give notice of the special meeting to any absent member of the Board prior to the date of the special meeting. Special meetings shall be held in compliance with the Notice and other provisions of the Open Public Meetings Law.

Section 7.4 – Attendance of Public

All regular meetings and special meetings shall be open to attendance by the public. Any organization, group or individual from within or without the College will be recognized to be heard on agenda items provided that requests to be heard shall have been registered with the Secretary at least twenty-four hours before the meeting. Public participation shall be governed by the following rules:

1. A participant must be recognized by the Chair or presiding officer and must preface comments by an announcement of his/her name, municipality of residence, and group affiliation, if applicable;
2. Each statement made by a participant shall be limited to not more than three minutes;
3. No participant may speak more than once on the same topic until all others who wish to speak on that topic have been heard;
4. All statements, questions, or inquiries shall be directed to the Chair or presiding officer and any questions or inquiries directed by a participant to another Board member shall be redirected to the Chair or presiding officer who shall determine if such statement, question, or inquiry shall be addressed by the Chair or presiding officer on behalf of the Board or by the individual Board member;
5. The Chair or presiding officer may:
 - a. Interrupt, warn, and/or terminate a participant's statement, question, or inquiry when it is too lengthy;
 - b. Interrupt and/or warn a participant when the statement, question, or inquiry is abusive, obscene, or may be defamatory;
 - c. Request any person to leave the meeting when that person does not observe reasonable decorum;
 - d. Call for a recess or an adjournment to another time when the lack of public decorum interferes with the orderly conduct of the meeting; and
 - e. Waive these rules when necessary for the protection of privacy or to maintain an orderly operation of the Board meeting.

Section 7.5 – Notices

Notice of the date, time, and place of the next following regular meeting shall be announced at every regular Board meeting. All regular meetings may be held on the College campus. Regular meetings shall be attended by the President of the College or his/her designee, and such other personnel as the Chair of the Board of Trustees may specifically request to attend.

Section 7.6 – Minutes

The Secretary shall ensure that the minutes of the meetings are properly prepared. In his/her absence at any particular meeting, the Assistant Secretary shall act as Secretary. Written minutes of meetings of the Board of Trustees shall be distributed to all trustees within one week prior to the next meeting. They shall also be distributed to such other persons as the Board may designate by resolution. The Minute Book shall be kept in the Office of the President and shall be open to the public.

Section 7.7 – Quorum

At all meetings of the Board, the presence in person, by telephone or electronically, of a majority of the entire Board shall constitute a quorum for the transaction of business. Attendance at a regular or special meeting of the Board shall be recorded by the Secretary. If a quorum is not present at any meeting of trustees, the trustees present thereat may call the roll, record the names of absentees, and adjourn. All matters properly arising before a meeting at which a quorum is present shall be decided by vote of a majority of the members present, unless otherwise specified.

Section 7.8 – Presiding Officer

The Chair, or the Vice Chair in the Chair's absence, shall preside at all meetings of the Board. In case the Chair and Vice Chair shall not attend at the time appointed for any meeting of the Board, the Secretary shall record attendance of the trustees present, and on appearance of a quorum, shall call the Board to order. A Chair pro tempore shall be elected by the Board of Trustees for that meeting, or until the appearance of the Chair or the Vice Chair. The presiding officer shall decide all questions of order, subject to appeal by the members present.

Section 7.9 – Order of Business

At all regular meetings, excluding Special Meetings and the Annual Meeting, the business before the Board shall be disposed of in the following order. The Chair may, with the consent of the Board, change the order of business for any valid reason.

- a. Announcement by Secretary that a quorum is present
- b. Consideration of minutes of last regular meeting of the Board and any subsequent special meeting
- c. Approval or amendment of Minutes
- d. Unfinished business
- e. Reports of standing committees
- f. Reports of special, ad hoc, and advisory committees
- g. Reports of other officers and agents
- h. Report of the President
- i. New business and communications
- j. Recognition and hearing from citizens
- k. Adjournment

Section 7.10 – Rules of Order

The Board shall be governed in its procedure by parliamentary rules and usage as set forth in Roberts Rules of Order, current edition, in determining questions of parliamentary procedure not herein specifically provided.

Section 7.11 – Roll Call

At the request of any member the individual member votes on any question shall be called and entered upon the Minutes.

Section 7.12 – Motions

All motions made and seconded shall be considered to be legally before the Board for action.

Section 7.13 – Executive Session

Executive Sessions may be held, as permitted by law, for the discussion and deliberation of College matters that should not or cannot be made public until the matter is resolved.

Section 7.14 – Confidentiality of Matters Discussed in Executive Session

Trustees, employees, and agents of the College shall not divulge to any person the substance of matters discussed in Executive Session or at a closed meeting, except as permitted by law.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

Section 8.1 – College Fiscal Year

The fiscal year of the College shall be from July 1 to June 30, inclusive.

Section 8.2 – Security

The Board shall require each of its officers (i.e., any) and each administrative officer and employee handling funds of the College to have such security for the faithful performance of his/her duties as shall, in the determination of the Board or Bylaws, afford reasonable protection to the College, the reasonable cost thereof to be borne by the College.

Section 8.3 – Books and Records

All books and records shall be kept at the Middlesex College campus in Edison, New Jersey, unless otherwise specified in these Bylaws or by the Board.

Section 8.4 – Claims and Expenditures

No claim or demand shall be paid unless it is authorized by law and the rules of the Board of Trustees, and funds for which have theretofore been appropriated by the Board.

Section 8.5 – Compensation of Trustees

Trustees shall receive no compensation for their services, but shall be reimbursed, as the Board may direct, for their expenses actually and necessarily incurred by them in the performance of their duties.

Section 8.6 – Audit

The Board shall appoint annually an independent certified public accountant to audit the financial records of the College and related activities maintained at its direction, and report the results of the audits to the Board and such other authority as required. Such audits shall be in addition to the continuing review of the Finance Committee.

Section 8.7 – Encumbrances

No property or other valuables of the College and no present or future income or credit of the College shall be encumbered in any way without a majority vote at a meeting of six (6) members of the Board of Trustees, the notice for which meeting must set forth in writing full details of the proposed encumbrance. The Board shall retain full authority to encumber in behalf of the College.

Section 8.8 – Bank Depository

All funds received by the College shall be deposited promptly to the credit of the College in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only when properly authorized. Authority to establish such bank accounts must first be authorized by the Board.

Section 8.9 – Amendment of Bylaws

An amendment to the Bylaws may be adopted at any regular or special meeting of the Board following a meeting at which it was proposed. Copies of the proposed amendment must be mailed to each member of the Board at least five working days before it is to be voted upon, together with a statement of the name of the sponsor and time and date of the meeting at which it is to be acted upon. No proposed amendment shall be adopted unless prior notice, as above, has been given and upon the affirmative vote of at least two thirds of those voting at a meeting of the Board.

Section 8.10 – Suspension of the Bylaws

The Bylaws may be suspended at any meeting of the Board, with the affirmative vote of a majority of the members of the Board present at the meeting.

Section 8.11 - Limitations

No part of these Bylaws shall in any way limit the statutory authority of the Board of Trustees, nor shall it be interpreted to be in conflict with the Laws of the State of New Jersey or the rules and regulations of the State.

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 March 27, 1990

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March 24, 1993
November 17, 1993
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