

BYLAWS
BOARD OF TRUSTEES

RARITAN VALLEY COMMUNITY COLLEGE

ARTICLE I - NAME OF COLLEGE

The official name of the College is THE RARITAN VALLEY COMMUNITY COLLEGE.

The legal name of the body corporate is: Board of Trustees of the RARITAN VALLEY COMMUNITY COLLEGE.

ARTICLE II - PURPOSE OF THE COLLEGE

Recognizing the need for greater educational opportunity beyond high school, Raritan Valley Community College will offer programs of study to:

- 1) Provide Associate Degree programs in arts and science.
- 2) Provide extension and community centered programs of both degree-credit and non-credit value.

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 of Trustees. 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 and to conduct the affairs of the College.

<p style="text-align: center;">ARTICLE IV - POWERS AND DUTIES OF THE BOARD OF TRUSTEES</p>

The Board of Trustees is responsible for the overall planning and policymaking for the College in fulfillment of the purposes stated in Article II of these Bylaws. The Board of Trustees, appointed in conformance with New Jersey Statutes, shall be responsible for the management and control of the College and for the custody of College property. The Board of Trustees shall establish policies to govern the operations and management of the College.

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

1. To adopt or change the name of the College.
2. To adopt and use a corporate seal.
3. To sue and be sued.
4. To establish the educational curricula and programs of the college.
5. To appoint and fix the compensation and term of office of a President of the College who shall be the Executive Officer.
6. To establish the administrative structure and personnel organization of the College.
7. To appoint or employ members of the administration and faculty and such other officers, advisors, 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.
8. To fix and determine tuition rates and other fees to be paid by students.
9. To establish standards for and attendance requirements of all students, consistent with law and regulation.
10. To grant diplomas, certificates, or degrees.

11. To prepare budgets for capital and operating requirements for submission to proper authority.
12. 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 is deemed necessary or advisable by the Board for carrying out the purposes of the College.
13. 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 .
14. 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 may be necessary or desirable for college purposes.
15. 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.
16. 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.
17. To install accounting procedures, and auditing and other financial procedures and controls to insure effective financial management, full disclosure, and facility of audit.
18. To make and promulgate such rules and regulations, not inconsistent with law or with the rules and regulations promulgated under the enabling legislation, which are necessary and proper for the administration and operation of the College.
19. To exercise all other powers which may be reasonably necessary for the establishment, maintenance, and operation of the College, not

inconsistent with law or the rules and regulations promulgated under the enabling legislation.

20. 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.

ARTICLE V - OFFICERS OF THE BOARD OF TRUSTEES

1. The Officers of the Board of Trustees shall be a Chairman, two Vice-Chairmen (one from Somerset County and one from Hunterdon County), a Treasurer, and a Secretary. They shall be elected by and from the membership of the Board of Trustees.
2. All officers shall be elected each year at the Annual Meeting of the Board of Trustees to be held in November or December, and shall take office immediately.
3. All officers shall be elected, the votes of a majority of a quorum of the Board of Trustees being necessary for election.
4. Officers will hold office until their successors take office, with vacancies occurring in office during a year to be filled by the Board of Trustees for the unexpired term.

ARTICLE VI - DUTIES OF OFFICERS

- 1) CHAIRMAN: The Chairman shall preside at all meetings of the Board of Trustees and discharge the duties that ordinarily pertain to that office. The Chairman shall be a member ex-officio of all committees and shall be entitled to vote at all meetings of the Board of Trustees and of all its committees. Unless otherwise provided herein or otherwise determined by

the Board of Trustees, the Chairman shall appoint all members to all committees created by the Board of Trustees in accordance with Article VII and shall designate the chairmen of such committees. The Chairman is empowered to execute all documents, receipts, releases or other instruments requiring the signature of an authorized representative of the Board of Trustees. The Chairman may create ad hoc committees and task forces and appoint members to said ad hoc committees or task forces and designate the chairman.

The Chairman shall coordinate all activities of the Board of Trustees and insure that all directives and policies of that Board are complied with.

- 2) VICE-CHAIRMEN: Each Vice-Chairman may serve as Chairman and exercise the powers and duties of that office, during the Chairman's absence or inability to act. He shall exercise such other powers and duties as may be delegated by the Chairman.
- 3) TREASURER: It shall be the responsibility of the Treasurer to review reports from the administration and any additional financial records and information as the Treasurer deems necessary, in order to provide reasonable assurance of the proper custody, accountability, receipt, and disbursements of all funds and securities belonging to the College, and records pertaining thereto; to provide to the Finance Committee with such documents and vouchers for the disbursement of funds as are required for approval by the Board of Trustees; and to render at each regular meeting of the Board, and whenever else that the Board may require or the Treasurer deem appropriate, an account of the financial condition of the College.
- 4) SECRETARY: The Secretary shall give due notice of all regular meetings, special meetings, and all other meetings or conferences called by the Chairman. The Secretary shall cause a record of the proceedings of each meeting to be kept, and shall be the custodian of all records, books, and papers belonging to the Board of Trustees, (not otherwise the specific responsibility of another Board member), with such custodianship

responsibilities re-delegated to the President of the College, subject to that Board's approval. The Secretary shall be responsible for custody of the official seal of the College.

ARTICLE VII - COMMITTEES OF THE BOARD

1. The Board of Trustees will from time to time create whatever committees it deems appropriate. Committees will report their recommendations to the full Board.
2. COMPOSITION: Unless otherwise specified by the Board of Trustees, all Committees shall be composed of no fewer than three (3) members of the Board of Trustees, appointed by the Chairman of the Board of Trustees. One member shall be designated as Committee Chairman, by the Chairman of the Board of Trustees. In addition, the Chairman of the Board of Trustees, as an ex-officio member of all Committees, may attend all meetings and conferences of any such Committee and exercise a vote. The Chairman of the Board of Trustees may change the composition of any Committee at any time. Any Trustees shall have the right to be present at any Committee meeting or activity, except that there may not be a majority of the Board of Trustees present at any Committee meeting.
3. FUNCTION: All Board Committees, unless specifically provided otherwise, are established solely for the purpose of making recommendations, reporting, informing and advising the Board of Trustees on matters pertaining to the operation of the College and other legal functions of the Board of Trustees. Unless otherwise provided, a Committee shall have no supervisory, administrative, or executive functions and shall not intentionally interfere with and shall not usurp or duplicate any function under the control or responsibility of executive personnel.
4. QUORUM OF A COMMITTEE: A majority of the members of a Committee shall constitute a quorum for the transaction of business. Telephone participation at Committee meetings may be permitted with the express

approval and consent of the Chairman of the Board of Trustees prior to the Committee meeting.

5. PROCEEDINGS: Committees shall submit such reports and recommendations as are appropriate to the Board of Trustees for its action. Except as otherwise specified, each Committee will have the authority to prescribe its own procedures.

ARTICLE VIII – BOARD OF SCHOOL ESTIMATE

BOARD OF SCHOOL ESTIMATE: The Board of Trustees shall elect two (2) of its members to serve on the Board of School Estimate with one Trustee from Somerset County and one Trustee from Hunterdon County.

ARTICLE IX - BOARD MEETINGS

REGULAR MEETINGS: The Board of Trustees shall hold regular meetings at least 10 times each year, at approximately monthly intervals and at such other times as the Board of Trustees may decide. Notice of the date, time and place shall be provided to each Trustee at least five (5) days before such meeting. All regular meetings shall be held in Somerset or Hunterdon Counties unless otherwise scheduled by the Chairman.

Regular meetings shall be attended by the President of the College and such other persons as the Board of Trustees may require.

SPECIAL MEETINGS: Special meetings shall be held on the call of the Chairman or on the written request of five (5) Trustees to the Chairman.

Special meetings may be called on at least two-(2) full days' notice to each Trustee, either by telephone, by mail, or e-mail, and the meeting will be held

within 10 days after the request is made. 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.

ATTENDANCE OF PUBLIC: All regular meetings, and special meetings shall be open to the public.

ANNUAL MEETING: The Annual Meeting of the Board of Trustees shall be held in November or December for the election of officers, the appointments to Committees, election of two (2) members to serve on the Board of School Estimate (one from Somerset County and one from Hunterdon County), and the submission of an Annual Report by the President of the College for the fiscal year ended on the preceding June 30th.

MINUTES OF MEETING: The Secretary shall attend all meetings of the Board of Trustees and shall cause the preparation of the minutes and then attest to the approval of the minutes by the Board of Trustees. In the absence of the Secretary at any meeting, the Chairman shall appoint a Secretary pro tempore.

Written minutes of meetings of the Board of Trustees shall be distributed to the Trustees not later than five (5) days prior to the next meeting. They shall also be distributed to such other persons as the Board of Trustees may designate by resolution.

QUORUM: At all meetings of the Board of Trustees, the presence of a majority of the entire Board of Trustees shall constitute a quorum for the transaction of business.

All matters properly arising during a meeting at which a quorum is present shall be decided by a vote of a majority of the members present, unless otherwise specified.

PRESIDING OFFICER: The Chairman shall preside at all meetings of the Board of Trustees. In the event of the absence of the Chairman, the Chairman will designate which Vice Chairman shall preside. In the event that the Chairman and both Vice-Chairmen are absent at the time appointed for any meeting of that Board, the Secretary shall call the meeting to order, and act as Chairman pro tempore until the appearance of the Chairman or a Vice-Chairman. In the absence of the aforesaid three officers, and where a quorum of the Board of Trustees is present, the members of the Board of Trustees present at such meeting shall select a Chairman pro tempore who shall preside at that meeting until the appearance of the Chairman, Vice Chairman or the Secretary, The presiding officer shall decide all questions or order.

AGENDA: An Agenda of items of business to come before each meeting shall be prepared by the Chairman of the Board of Trustees and furnished to the Trustees at least one (1) day before such meeting.

RULES OF ORDER: Parliamentary procedure will be guided by the most recent edition of Sturgis Standard Code of Parliamentary Procedure, in determining questions of procedure and parliamentary rules not herein specifically provided.

The Trustees' votes on matters before the Board shall be recorded in the Minutes.

ARTICLE X - MISCELLANEOUS PROVISIONS

COLLEGE FISCAL YEAR: The fiscal year of the College shall be from July 1 to the following June 30.

SECURITY: Each Trustee, administrative officer and employee of the College handling College funds, shall be bonded in an amount to secure the faithful performance of his duties. The cost thereof shall be borne by the College.

BOOKS AND RECORDS: All books and records of the College shall be kept at the principal office of the College unless otherwise specified in these Bylaws or by the Board of Trustees.

CLAIMS AND EXPENDITURES: All checks or demands for money and notes of the College shall be signed by such officer or officers or such other person or persons, and in such manner, as the Board may from time to time, designate. All claims against the Board shall be submitted to the Committee on Finance who shall carefully examine same and report thereon. A claim may be paid notwithstanding the fact that such committee has not reported on it, upon a majority vote of a quorum of the members of the Board of Trustees present at any regular meeting.

COMPENSATION OF TRUSTEES: Trustees shall receive no compensation for their services, but they may be reimbursed for approved expenses in accordance with the policy approved by the Board of Trustees.

AUDIT: The Board of Trustees shall provide for an annual audit of all financial records by a registered municipal accountant.

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 of Trustees may approve or designate.

AMENDMENT OF BYLAWS:

Proposed amendments to the Bylaws will be referred to the Committee on Governance, Policy, and Presidential Evaluation or any successor committee, which will study it, and present a report and recommendation to a scheduled meeting of the Board of Trustees. It may be voted upon at the following scheduled meeting of the Trustees.

Copies of the proposed amendment must be mailed to each Trustee at least five (5) calendar days before it is to be voted upon, together with the name of the introducer, the report of the Committee on Policy and Presidential Evaluation, 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 such meeting.

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 New Jersey State Board of Education.