

**BYLAWS OF THE BOARD OF GOVERNORS
OF
UCNJ UNION COLLEGE OF UNION COUNTY, NJ**

**As amended November 1, 1982, November 2, 1987, February 26, 1991, June 4, 1996,
June 3, 1997, September 23, 1997, November 2005, September 27, 2011, May 21, 2013,
December 6, 2016, September 21, 2021, and September 17, 2024**

I. PREFACE

UCNJ Union College of Union County, NJ is a body politic established under Chapter 42, Laws of 1982, (N.J.S. 18A:64A-50 et seq.) entitled “An Act to provide for the consolidation of certain educational institutions into county colleges and supplementing Title 18A of the New Jersey Statutes.” UCNJ was originally incorporated on March 25, 1943 as Union Junior College, a private two-year institution of higher education, governed by a Board of Trustees. Its name was changed to Union College on July 25, 1967. In 1982, Union College was consolidated with Union County Technical Institute pursuant to Chapter 42, Laws of 1982, (N.J.S. 18A:64A-50 et seq.) and became Union County College, the public community college of the County of Union. Effective June 1, 2024, the College’s name was changed to UCNJ Union College of Union County, NJ. The Board of Governors of UCNJ is the successor to and a continuation of the Board of Trustees of Union College. The governance, control, conduct management and administration of UCNJ is “vested in and allocated between the Board of Trustees and the Board of Governors” pursuant to Chapter 42, Laws of 1982, (N.J.S. 18A:64A-56).

II. FUNCTIONS OF THE BOARD OF GOVERNORS*

The Board of Governors has the powers, authority, rights and privileges, and is subject to the fiduciary and other duties, obligations, and responsibilities set forth and expressed in Chapter 42, Laws of 1982, including N.J.S. 18A:64A-52.

III. PURPOSE AND POWERS OF THE BOARD OF GOVERNORS*

A. The Board of Governors shall have and exercise the powers prescribed by the State of New Jersey, which include:

1. Authority to appoint all members of the Board of Governors, subject to the provisions set forth in Article IV;
2. Act in an overall advisory capacity;
3. Control properties, funds and trusts owned by it or in its possession presently and in the future as permitted by statute;
4. Sole authority over the investment of funds under its control;
5. Representation on the joint committees of the Board of Trustees and Board of Governors;
6. Elect four of its members to membership on the Board of Trustees who must be Union County residents for a period of four years prior to the appointment, and who shall not be an employee of Union County or an elected public official or an employee of the College;
7. Power to maintain administrative staff and to incur expenses it deems reasonable and necessary to the effective exercise of its functions and responsibilities;

8. Advise and consent in appointing and fixing the compensation and term of office of the President of the College;
9. Authority to withhold or withdraw the use of its properties and funds for the reasons and subject to the conditions set forth in Chapter 42, Laws of 1982, and
10. Authority to meet in joint session with the Board of Trustees for the purpose of consultation and discussion or to act upon any matter which requires their joint or concurrent action.

IV. MEMBERSHIP OF THE BOARD OF GOVERNORS

- A. * The membership of the Board of Governors shall consist of no less than 21 or more than 30 regular members, including the President of the College, who shall be ex officio without vote, three Alumni Governors nominated by the Alumni Association, three county residents who are not commissioners nominated by the Union County Board of County Commissioners, and, at its option, one commissioner nominated by the Union County Board of County Commissioners from among its members. The Board of Governors has the authority to appoint all other members. At all times at least two-thirds of the Governors shall be legal residents of Union County.
- B. * Except for the President of the College who shall serve as a Governor only during his or her term as President, a Governor shall serve for a term of one, two or three years beginning on July 1 of any year, pursuant to the terms of the appointment made by the Board of Governors as referred to in Article IV.A. of the Bylaws. Terms shall be arranged as nearly as possible so that one-third of the

terms expire in each calendar year. No two Alumni Governors or Commissioner-nominated Governors shall serve terms expiring in the same year.

- C. Governors to serve for terms beginning on July 1 of any year shall be elected by the Board at the Annual Reorganization Meeting in May of that year, or if no meeting is held in May, at the first meeting thereafter. Elections for unexpired terms or to fill vacancies may be held at any regular or special meeting of the Board.
- D. Members of the Board of Governors shall serve without compensation but shall be entitled to be reimbursed for all reasonable and necessary expenses.
- E. A Governor upon resignation or expiration of his term of service may be elected a Governor Emeritus by vote of the Board in recognition of long and conspicuous service to the College. A Governor Emeritus shall have all the rights and privileges of membership except the right to vote.

V. OFFICERS OF THE BOARD OF GOVERNORS

- A. The officers of the Board shall be a Chairperson, a Vice Chairperson, a Treasurer, a Secretary, and an Assistant Secretary. The Treasurer, the Secretary and the Assistant Secretary shall not be required to be Governors. The Treasurer shall be the College's Vice President of Finance & Operations.
- B. The Chairperson shall preside over and be the chief officer of the Board; he or she shall be ex officio member of all committees. In the absence or disability of the Chairperson, the Vice Chairperson shall serve in his or her stead. In the absence of both the Chairperson and the Vice Chairperson, the President of the College shall preside at meetings of the Board.

- C. The Secretary shall attend all sessions of the Board and act as clerk thereof and record all votes and the minutes of all proceedings, maintain these records on file in the office of the Board Secretary, and shall perform like duties for the committees of the Board when required. He or she shall give notice of all meetings of the Board and of its committees and shall perform like duties for the committees of the Board when required. He or she shall give notice of all meetings of the Board and of its committees and shall perform such other duties as may be prescribed by the Board or by the Chairperson, under whose supervision he or she shall be.
- D. The Treasurer shall act as the chief fiscal officer of the Board.
- E. In case of the absence of any officer of the Board, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer, or to any Governor, for the time being.
- F. Officers shall be elected by the Board of Governors at the May meeting in any year to serve for terms of one year, beginning on July 1 and continuing until June 30 thereafter but shall continue in office until their successors are elected so long as they shall continue to be Governors. Vacancies may be filled by the Board for the unexpired term at any time.

VI. MEETINGS OF THE BOARD OF GOVERNORS

- A. REGULAR MEETINGS: There shall be at least four meetings, which can be regular meetings of the Board of Governors or joint meetings of the Board of Governors and the Board of Trustees.

- B. AGENDA, PREPARATION AND POSTING: An agenda of each meeting shall be prepared by the President of the College, in consultation with the Chairperson and posted on the electronic portal for the Board members' review.
- C. ANNUAL REORGANIZATION MEETING: There shall be one Annual Reorganization Meeting of the Board each year in May. The agenda of the Annual Reorganization Meeting shall include the election of Governors, Governors to serve on the UCNJ Board of Trustees, officers of the Board of Governors, and members of the Nominating Committee, and for the consideration of such other business as may require action by the Board.
- D. SPECIAL MEETINGS: Special meetings of the Board may be called by the Chairperson or by the President upon the written request of eight or more Governors, upon notice to the Governors not less than forty-eight hours prior to the hour fixed for the meeting, stating the purpose of the meeting, either given personally or sent by mail, express delivery, or e-mail.
- E. QUORUM: Eight members of the Board of Governors shall constitute a quorum for the transaction of business. Presence of a member or members via live remote communication (e.g. telephone, videoconference) shall constitute attendance of that individual or individuals for purposes of a quorum and for the purpose of conducting the Board's business.

VII. COMMITTEES OF THE BOARD OF GOVERNORS

- A. ELECTED COMMITTEES: The Board Nominating Committee shall consist of not less than three Governors elected at the Annual Reorganization Meeting. The Chairperson of the Nominating Committee shall be appointed by the Chairperson

of the Board. At each Annual Reorganization Meeting, the Committee shall nominate individuals to be considered for election as officers of the Board, members of the Board of Governors, including those recommended by the Union County College Alumni Association and the Union County Board of County Commissioners. The Committee shall also put forth nominations for Governors to serve as members Board of Governors, including those recommended by the Union County College Alumni Association and the Union County Board of County Commissioners. The Committee shall also put forth nominations for Governors to serve as members of the UCNJ Board of Trustees. At any regularly scheduled or duly called meeting, the Committee may nominate individuals to be considered to fill vacancies and nominate former Governors for election as Governors Emeriti.

B. APPOINTED COMMITTEES: The Chairperson shall have the power and authority to appoint standing, special, ad hoc and other committees.

C. ADVISORY COMMITTEES: Advisory committees shall be appointed by the Chairperson or otherwise by order of the Board of Governors. Advisory committee members shall serve at the pleasure of the board.

VIII. JOINT COMMITTEES OF THE BOARDS OF TRUSTEES & GOVERNORS

A. STANDING COMMITTEES: There shall be four standing joint committees of the Board of Trustees and Board of Governors. The joint committees shall be Audit, Budget and Finance, Buildings and Grounds, and Educational Planning and Policy. Committees shall consist of three or more voting Trustees and three or more voting Governors appointed by the Chairpersons of the respective Boards.

The Chairperson of the Board of Trustees shall designate each committee chairperson. The duties and responsibilities of the joint standing committees are:

1. AUDIT COMMITTEE: This committee shall advise the Board concerning all appropriate audit and accounting matters. Members of the committee shall meet alone at least once annually with the College's independent auditors at the conclusion of the annual audit of the college, to receive their report and findings. The committee shall be furnished by the Vice President of Finance & Operations with reports on any matters of accounting procedure or internal fiscal controls involving or requiring changes of significance. It shall be kept informed by the officers of the College of any fiscal irregularities or need for changes in fiscal control procedures which may become known to them. The Vice President of Finance & Operations shall report to the committee all recommendations of the independent auditors and shall state reasons for agreeing or disagreeing with such recommendations.
2. BUDGET AND FINANCE COMMITTEE: This committee shall advise the Board on the preparation of the College's annual budget and its presentation to the College community, the Board of School Estimate, and appropriate state agencies, including the Division of Budget and Accounting of the Department of the Treasury, the New Jersey Office of the Secretary of Higher Education, and the New Jersey Council of County Colleges. The Committee shall also

advise the Board on the budget, and on the financial affairs of the College generally, including the College's need for public and private funds.

3. BUILDINGS AND GROUNDS COMMITTEE: This committee shall conduct a continuing study of the College's facilities needs and shall advise the Board with respect to the real estate, buildings, grounds and related equipment owned, possessed, occupied or utilized by the College. It may recommend to the Board the acquisition, sale or other disposition or use of real estate or buildings by purchase, exchange, sale or lease, and the alteration, improvement, erection or construction of buildings or related equipment. It may advise the Board on the College's need for public and private funds for capital expenditures.
4. EDUCATIONAL PLANNING AND POLICY COMMITTEE: This committee shall conduct a continuing study of the College's organizational and educational effectiveness. It shall advise the Board on immediate action and long-term plans to determine and advance the instructional and public service missions of the College. It shall have general oversight of the educational program of the College. It shall consider tenure, appointments, reappointments, promotions and other personnel actions involving academic personnel, and make recommendations to the Board with respect thereto. It shall advise the Board on the College's need for

public and private funds for instructional and public service expenditures. This committee shall also conduct a continuing study of the compensation of the President, officers, deans, directors and all other employees of the College, and shall advise the Board with respect thereto. It shall consider appointments, reappointments, promotions, and other personnel actions of non-academic personnel and make recommendations to the Board with respect thereto. This committee shall advise the Board and the President on the effective means and programs for relating the College to its constituencies and the public in general. It shall assure that information about the College, its goals, responsibilities, needs and services in accomplishment of its mission are made available to the College constituencies and the general public.

- B. JOINT EXECUTIVE COMMITTEE: The Chair of the Board of Trustees in consultation with the Chair of the Board of Governors may appoint an Executive Committee comprised of representatives of the Board of Trustees and the Board of Governors (1) to advise the Chairs of the Board of Trustees and Board of Governors on all matters they deem appropriate; (2) to advise the President on any and all matters the President or the Committee may deem appropriate; (3) to consider matters or issues that in the judgment of the chair of the Board of Trustees overlap the duties and responsibilities of two or more Joint Standing Committees, and (4) or any other matters the chair of the Board of Trustees, the Chair of the Board of Governors, or the President may request the Committee to

consider. The Executive Committee under no circumstances may act on behalf of the College, the Board of Trustees or the Board of Governors in any matter whatsoever.

IX. FISCAL YEAR

The fiscal year shall begin on July 1 and end on June 30 each year.

X. AMENDMENTS

These Bylaws may be altered, amended or repealed by majority vote of the Board at any Regular, Annual or Special meeting provided that forty-eight hours' notice and a copy of the proposal shall have been provided to all members of the Board of Governors.