

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

**As amended November 1, 1982, November 2, 1987, February 26, 1991,
May 8, 1996, March 25, 1997, September 23, 1997, November 7, 2005, November 1, 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 operates subject to Chapter 48, Laws of 1994, (N.J.S. 18A:3B-1 et seq.) entitled the Higher Education Restructuring Act. 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 Board of Governors” pursuant to Chapter 42, Laws of 1982, section 7 (N.J.S. 18A:64A-56).

II. FUNCTIONS OF THE BOARD OF TRUSTEES*

The Board of Trustees shall have general supervision over and be vested with the conduct of the College. It shall have general and specific powers and duties as provided by law.

A. GENERAL POWERS AND DUTIES*

The following general powers and duties are provided and authorized in the Higher Education Restructuring Act of 1994, (N.J.S. 18A:3B-6), and shall be exercised to fulfill the College's mission and statewide goals in cooperation with other institutions of higher education and the State coordinating structures:

1. To develop an institutional plan and to determine the programs and degree levels to be offered by the College consistent with this plan and the College's programmatic mission;
2. To have authority over all matters concerning the supervision and operations of the College including fiscal affairs, the employment and compensation of staff, and capital improvements in accordance with law;
3. To set tuition and fees; however, prior to the date of the adoption of a tuition or fee schedule or an overall institutional budget, and with reasonable notice thereof, the Board shall conduct a public hearing at such times and places as will provide those members of the college community who wish to testify with an opportunity to be heard;

4. To establish admission standards and requirements and standards for granting diplomas, certificates and degrees;
5. To recommend for appointment by the Governor of the State of New Jersey, members to the College's Board of Trustees. The recommendation shall be made with regard to the mission of the institution and the diversity of the community to be served;
6. To have final authority to determine controversies and disputes concerning tenure, personnel matters of employees, and other issues arising under Title 18A of the New Jersey Statutes involving higher education except as otherwise provided in the Higher Education Restructuring Act. Any matter arising under this subsection may be assigned to an administrative law judge, an independent hearing officer or to a subcommittee of the Board for hearing and initial decision by the Board, except for tenure hearings under N.J.S. 18A:6-18. Any hearings conducted pursuant to this provision shall conform to the requirements of the "Administrative Procedures Act." P.L. 1968. C. 410 (N.J.S. 52:14B-1, et seq.). The final administrative decision of the Board is appealable to the Superior Court, Appellate Division;
7. To invest and reinvest the funds of the College;
8. To retain legal counsel of the Board's choosing;

9. To be accountable to the public for fulfillment of the College's mission and Statewide goals and for effective management of the College;
10. To submit a request for State support to appropriate State agencies in accordance with the provisions of the Higher Education Restructuring Act;
11. To have prepared and made available to the public an annual financial statement, and a statement setting forth generally the monies expended for government relations, public relations and legal costs;
12. To have prepared an annual independent financial audit, which audit and any management letter regarding that audit shall be deemed public documents.

B. SPECIFIC POWERS AND DUTIES*

The foregoing general powers and duties are in addition to and not a limitation of the specific powers and duties provided for the Board of Trustees under Chapter 42, Laws of 1982, (N.J.S. 18A:64A-57). If the provisions of the general powers and duties are inconsistent with the specific powers and duties, the specific powers and duties shall govern pursuant to N.J.S. 18A:3B-6. The specific powers and duties are as follows:

1. Adopt and use a corporate seal;
2. Sue or be sued;
3. Determine the educational curriculum and program of the College;

4. With the advice and consent of the Board of Governors, appoint and fix the compensation and term of office of a president of the College who shall be the executive officer of the College and an ex officio member of the Board of Trustees;
5. Appoint, upon nomination of the President, members of the administrative and teaching staffs and fix their compensation and terms of employment, subject to the provisions of general law;
6. Appoint or employ other officers, agents and employees as may be required and fix and determine their qualifications, duties, compensation, terms of office and all other conditions and terms of employment and retention;
7. Fix and determine tuition rates and other fees to be paid by students;
8. Grant diplomas, certificates or degrees;
9. Enter into contracts and agreements with the State or any of its political subdivisions or with the United States, or with any public body, department or other agency of the County, State or the United States, or with any individual firm or corporation, deemed necessary or advisable by the Board;
10. Accept from any government or governmental department, agency or other public or private body or from any other source grants or contributions of money or property, which the Board of Trustees may use for its purposes;

11. Disburse all monies appropriated to the College by the County and State, monies received from tuition, fees, auxiliary services and other sources, and from or by the direction of the Board of Governors;
12. Direct and control the expenditures of the College as to funds received from the Board of Governors and other sources in accordance with the terms of any applicable trusts, gifts, bequests, or other special provisions;
13. Acquire by gift, purchase, or condemnation or otherwise, own, lease, use and operate property whether real, personal or mixed, or any interest therein, which is necessary or desirable for College purposes;
14. Determine that any property owned and controlled by the Board of Trustees is no longer necessary for College purposes and sell the same at the price and in the manner and upon the terms and conditions as shall be established by the Board;
15. Make and promulgate rules and regulations not inconsistent with the provisions of Chapter 42, Laws of 1982, (N.J.S. 18A:6A-50 et seq.) and Chapter 48, Laws of 1992, (N.J.S. 18A:3B-1 et seq.) or general law and applicable rules and regulations deemed necessary and proper for the administration or operation of the College;
16. Exercise all other powers not inconsistent with the provisions of Chapter 42, Laws of 1982, (N.J.S. 18A:6A-50 et seq.) and Chapter

48, Laws of 1992, (N.J.S. 18A:3B-1 et seq.) or with the rules and regulations promulgated thereunder or with general law, which may be reasonable, necessary or incidental to the establishment, maintenance and operation of the College; and

17. Establish and maintain a dedicated reserve fund for minor capital needs, which in any given year shall not exceed three percent (3%) of the replacement value of the College's physical plant.

III. **MEMBERSHIP OF THE BOARD***

- A. Pursuant to N.J.S.A. 18A:64A-55, the Board of Trustees shall include seven public trustees consisting of the Union County Superintendent of Schools, four members appointed by the Union County Board of County Commissioners, and two citizens of Union County appointed by the Governor upon the recommendation of the Board of Trustees; four trustees appointed by the Board of Governors of UCNJ from among its members; the President of the College who shall serve as an ex officio member; and one representative of the student body, who shall be elected from the graduating class to serve as a non-voting member for a term of one year commencing at the next organization meeting of the Board following graduation of his or her class.
- B. No Trustee shall be appointed who is an employee of Union County.
- C. All appointive members shall be residents of Union County for a period of four (4) years prior to appointment.
- D. No elected public official or employee of the College shall serve as a voting member of the Board.

- E. The terms of office of appointive members shall be four (4) years. Each member shall serve until his or her successor is appointed and qualified.
- F. Vacancies shall be filled in the same manner as the original appointment for the unexpired term.
- G. Upon notice and opportunity to be heard, an appointee may be removed for cause by the body originally making the appointment.
- H. Members shall serve without compensation but shall be entitled to be reimbursed for all reasonable and necessary expenses.

IV. OFFICERS OF THE BOARD AND THEIR DUTIES

- A. OFFICERS: The Officers of the Board of Trustees shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, an Assistant Secretary, and such other officers as the Board of Trustees may from time to time designate by resolution. The Chairperson and the Vice Chairperson shall be members of the Board.
- B. ELECTION AND TERM: Officers shall be elected by the Board of Trustees at the Annual Organization Meeting to serve for terms of one year, beginning at the Annual Organization Meeting, and continuing until the next Annual Organization Meeting but shall continue in office until their successors are elected. Vacancies may be filled by the Board for the unexpired term at any time.
- C. CHAIRPERSON: The Chairperson shall preside over meetings of the Board and shall be a voting member of all committees. The Chairperson shall appoint all members of committees of the Board and designate the chairpersons of such committees and shall execute contracts and other documents on authority of and

in the name of the Board as required. The Chairperson shall have authority to call a special meeting (see Article V.D.).

D. VICE CHAIRPERSON: The Vice Chairperson shall preside at regular and special meetings of the Board in the absence of the Chairperson. The Vice Chairperson shall exercise all of the rights and responsibilities of the Chairperson in the event of the disability of the Chairperson or in the event the Chairperson notifies the Board in writing (addressed to the Secretary) that he or she will temporarily be unable to exercise his or her office, or in the event the Chairperson vacates the office.

E. SECRETARY: The Secretary of the Board shall attend all meetings of the Board, act as its clerk and record all votes and the minutes of all proceedings and maintain these records on file in the office of the Board Secretary; shall perform like duties for the committees of the Board; 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 the Chairperson. In the absence of the Secretary, the Assistant Secretary shall perform such duties.

F. TREASURER: The Treasurer of the Board shall be the chief fiscal officer of the Board. The Treasurer shall render to the Board monthly reports of the financial condition of the College and shall perform such other duties for the Board as may be prescribed by the Board or the Chairperson. The College's Vice President of Finance & Operations shall serve as Treasurer of the Board.

G. DELEGATION OF POWERS AND DUTIES OF OFFICERS: For any reason that the Board may deem sufficient, it may delegate the powers and duties of any

officer of the Board to any other officer of the Board, or to any Trustee, for that period of time designated by the Board or to the President of the College, subject to Board ratification.

V. MEETINGS OF THE BOARD

- A. OPEN PUBLIC MEETINGS ACT: Meetings of the Board of Trustees shall be in conformance with the Open Public Meetings Act, P.L. 1975, Chapter 231 (N.J.S.A. 10:4-6 et seq.) and any amendments thereto.
- B. ANNUAL MEETING*: Pursuant to N.J.S.A. 18A:64A-10, the Annual Reorganization Meeting of the Board of Trustees shall be held during the month of November*. This shall include the election of officers, election of two members to serve on the Board of School Estimate, and two members to serve as alternates to the Board of School Estimate and such other business as the Board may deem appropriate.
- C. REGULAR MEETINGS: Regular meetings of the Board of Trustees shall be held at times and locations to be determined by the Chairperson, or by the Board, should the Chairperson fail to do so. In addition to the Annual Reorganization Meeting, there shall be a minimum of four regular meetings conducted during the course of the College's fiscal year.
- D. SPECIAL MEETINGS: Special meetings may be called by the Chairperson in accordance with the Open Public Meetings Act whenever in his or her judgment a matter requiring Board decision is of such urgency that it cannot await consideration at the next regular meeting of the Board. A special meeting shall be called upon the written request of any five members of the Board.

E. JOINT TRUSTEES-GOVERNORS MEETINGS: The Board of Trustees may meet in joint session with the Board of Governors for the purpose of consultation and discussion or to act upon any matter that requires joint or concurrent action of the Boards. Joint meetings of the Board of Trustees and Board of Governors may be called by the Chairperson of the Board of Trustees or Board of Governors.

F. NOTICE:

1. At least forty-eight hours' notice shall be given of any meeting.
2. Notice of meetings shall be given in accordance with the Open Public Meetings Act.

G. AGENDA, PREPARATION AND POSTING: The 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. At the meeting, the Board in its judgment may remove agenda items or in accordance with the Open Public Meetings Act may add agenda items.

H. AGENDA AVAILABILITY: The agenda shall be available at the Office of the Secretary of the Board at a reasonable time before each meeting

I. QUORUM: Six voting members of the Board of Trustees shall constitute a quorum for the transaction of business. Presence of a member or members via live remote communication (e.g. telephone, videoconferencing) shall constitute attendance of the individual or individuals for purposes of a quorum and for purposes of conducting the Board's business.

J. PRESIDING OFFICER: The Chairperson shall preside at meetings of the Board. In his or her absence, the Vice Chairperson shall preside. In the absence of both

the Chairperson and the Vice Chairperson, the President of the College shall preside.

K. ORDER OF BUSINESS: The order of business at regular meetings shall be:

1. Roll Call
2. Open Public Meetings Act Statement
3. Approval of Minutes of Previous Meeting
4. Communications
5. Report of the President of the College
6. Reports of Committees
7. Public Comment
8. Unfinished Business
9. New Business
10. Executive Session
11. Adjournment

L. EXECUTIVE SESSION: The Board may exclude the public from a portion of the meeting at which the Board will discuss items requiring confidentiality as enumerated in N.J.S.A. 10:4-12b.

M. ROBERT'S RULES: Points of parliamentary procedure not herein specifically addressed shall be determined in accordance with Robert's Rules of Order, 12th edition.

N. ABSTENTIONS: No Trustee shall vote on any matter in which that member has a direct, indirect, personal, or financial interest. In this instance, the Trustee shall note that they abstain from the vote for the record.

O. PUBLIC PARTICIPATION: 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 comment shall be limited to 5 minutes unless otherwise specified by the Chairperson.

VI. DELEGATION OF POWERS

A. The Board of Trustees is vested with full authority to determine all policies and procedures with respect to the operation of the College; to delegate certain aspects of this authority; to recall any such delegation of power and/or responsibility or to act directly in any matter if in its judgment circumstances so warrant. Subject to the foregoing, the Board delegates:

1. to the President, full executive powers for the execution of policies and procedures adopted by the Board, including the authority to determine the retention or termination of employment of College employees, subject to Board approval, to accept the resignation from employment of College employees, and to discipline or approve the discipline of College employees.
2. to the Faculty, under the President, primary responsibility for the formulation and determination of educational policy, and
3. to such duly elected representatives of the students as are approved by the President primary responsibility for the formulation of rules governing co-curricular or extra-curricular student life and organization subject to the disciplinary powers vested in the

President and the legal responsibility determined by the Courts to be vested in the Trustees with respect to the expenditures of funds derived from fees established by the Board, and

4. only the officers of the College as defined in Article VII.A., and the Director of Purchasing, may serve as authorized legal signatories on behalf of the College.

VII. OFFICERS OF THE COLLEGE AND THEIR DUTIES

A. OFFICERS OF THE COLLEGE: The officers of the College shall be a President, a Vice President for Academic Affairs, a Vice President of Finance & Operations, a Vice President for Administrative Services, a Vice President of Student Development, and such other officers as the Board in consultation with the President may determine. The Board of Trustees shall appoint these officers, upon nomination of the President, and determine their salaries. The President shall assign the duties and define the responsibilities of these officers, and from time to time shall make recommendations to the Trustees as to their compensation.

B. PRESIDENT:

1. CHIEF EXECUTIVE OFFICER: The President shall be the chief executive officer of the College responsible to the Board of Trustees for the efficient and effective operation and administration of the College in accordance with policies and procedures adopted by the Trustees. The President is clothed with corresponding authority, including in particular authority to assign duties and delegate responsibilities to all employees of the College.

All college employees shall be subject to the President's authority in all respects.

2. CHIEF EDUCATIONAL OFFICER: The President is also the chief educational officer of the College, charged with the responsibility of establishing and maintaining an educational program of high academic quality designed to meet the needs of the student body, to conform with modern educational practice, and to achieve the mission of the institution. The President shall maintain appropriate contacts with other educational institutions and with state, regional and national educational organizations.
3. SPOKESPERSON: The President shall be the chief and official spokesperson for the College before federal, state, county and municipal bodies, and the public, as well as its official representative to the higher education community and to other educational and professional organizations. The President shall be responsible for interpreting the College to its constituencies, the community and the public, and shall establish and maintain an adequate and appropriate program of public information.
4. CHIEF STUDENT AFFAIRS OFFICER: The President is charged with full responsibility and authority with respect to student affairs and discipline and is authorized to approve or disapprove policies and activities of groups and organizations functioning within the College. In particular, programs of intercollegiate and intramural

athletics are subject to the direction and approval of the President in all respects.

5. REPORTS TO THE BOARD: The President shall report to the Board of Trustees at each regular meeting concerning the state of the College, and from to time shall present recommendations on educational matters, personnel policies and changes in personnel, buildings and grounds, the budget and amendments thereto, and all other matters affecting the welfare of the College, normally after conferring with appropriate Board committees where these exist.

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 Chairperson and Vice Chairperson shall serve as ex officio members of each of the below listed standing committees. 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. COMMITTEES OF THE BOARD OF TRUSTEES

A. COMMITTEE ON NOMINATIONS: This committee comprised of three voting Trustees shall present at the Annual Reorganization Meeting a slate of candidates

for officers of the Board and shall nominate two voting Trustees to represent the College on the Board of School Estimate and two voting Trustees to serve as alternate members to the Board of School Estimate. In addition, it shall nominate for recommendation by the Board two citizens of the County for appointment to the Board of Trustees by the Governor. The nominations shall be made with regard to the mission of the College and the diversity of the community to be served.

B. AD HOC COMMITTEES: Ad Hoc committees may be appointed by the Chairperson.

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

X. BOARD OF SCHOOL ESTIMATE

A. Two members of the Board of Trustees shall be elected at the Annual Meeting of the Board of Trustees to represent the College on the Board of School Estimate and two members of the Board of Trustees shall be elected to serve as alternate members to the Board of School Estimate.

B. In the event a regular member of the Board of School Estimate chosen by the Board of Trustees cannot attend a meeting of the Board of School Estimate, an elected alternate may serve in the place of the regular member on a meeting by meeting basis.

C. In the event of any vacancy in the membership of the Board of School Estimate by reason of the inability to act, resignation, death, disability, or removal of any

member, the Board of Trustees at their next Regular or Special Meeting shall fill the vacancy.

XI. FISCAL YEAR

The College fiscal year shall be from July 1 through June 30.

XII. 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 Trustees.