

**BYLAWS**  
**BOARD OF TRUSTEES**  
*of*  
**ROWAN UNIVERSITY**  
***Rowan University Mission Statement***

Rowan University will become a new model for higher education by being **inclusive, agile,** and **responsive**, offering diverse scholarly and creative educational experiences, pathways, environments, and services to meet the needs of all students; maintaining agility by strategically delivering organizational capacity across the institution; and responding to emerging demands and opportunities regionally and nationally.

***Preamble***

The Board of Trustees of Rowan University (hereinafter referred to as the “Board”) is vested with the general supervision of the University pursuant to the laws of the State of New Jersey. The Board has been established in accordance with Title 18A of the New Jersey Statutes, including the Higher Education Restructuring Act of 1994, N.J.S.A. 18A:3B-1 et seq. and the New Jersey Medical and Health Sciences Education Restructuring Act, N.J.S.A. 18A: 64M-1 et. seq.

***ARTICLE I***

***NAME AND MEMBERSHIP***

**Name**

This organization shall be known as the Rowan University Board of Trustees.

**Membership**

Membership of the Board shall be in accordance with the applicable state law and shall consist of not less than seven (7) and not more than fifteen (15) Board members. The Board shall recommend potential new members to the Governor after recommendation by the Nominations and Governance committee.

The terms of office for members appointed by the Governor shall begin on July 1 and end on June 30. Members shall generally be recommended for appointment for two consecutive full terms, and trustees shall continue to serve until a qualified successor has been appointed by the Governor. Any member may be removed by the Governor for cause after notice and the opportunity to be heard. Vacancies occasioned by any cause shall be filled for the remainder of the unexpired term in the same manner as the original appointment.

The Board shall also include two students (one voting and one non-voting) who must be full-time, regularly-enrolled, and in good academic standing who serve pursuant to N.J.S.A.

18A:64M-8; and the University president who serves as an ex-officio member of the Board without a vote.

The Board expects that its members will make every effort to regularly attend its scheduled meetings, retreats and special University events. Board members are also expected to actively participate in the meetings of one or more Board committees to which they have been assigned. Board members are expected to participate in an orientation and ongoing education relating to the institution. Not attending a majority of meetings within any given year, without good reason, or other action deemed detrimental to the Board or the University, including without limitation, a material breach of confidentiality or ethics, may be grounds for recommendation to the Governor for removal from the Board.

## *ARTICLE II*

### **Offices**

The principal office of the Board will be in the Borough of Glassboro, County of Gloucester, State of New Jersey, at Rowan University. The Board may also establish and utilize such other offices as needed for the conduct of its business and as may from time to time be designated by the Board.

## *ARTICLE III*

### **Powers and Duties**

The Board shall have all the powers and duties granted to it by applicable law and shall exercise all such powers and do all such lawful acts as are necessary to supervise the management of the affairs of Rowan University. The Board's enabling legislation is specifically set out in N.J.S.A. 18A:3B-6 and N.J.S.A. 18A: 64M-1 et seq., including but not limited to, N.J.S.A. 18A: 64M-9 and N.J.S.A. 18A:64M-12.

## *ARTICLE IV*

### **Officers**

The executive officers of the Board shall be a chairperson, vice chairperson, and secretary who shall be elected for one year terms by a majority vote of the members of the Board. The election shall be held in accordance with applicable law. Officers shall be recommended by the Nominations and Governance Committee in advance of the Board's Annual Re-organization meeting or at other times as necessary where a vacancy occurs during the course of the year. Officers shall be reviewed on an annual basis by the Nominations and Governance Committee prior to such recommendation.

The Board may elect such other officers as it deems necessary from time to time to conduct the business and facilitate the administration of its affairs.

The chairperson shall preside at all meetings of the Board. The chairperson shall perform all duties commonly incident to the office and shall have general supervision of the affairs of the

Board, subject to the approval of the Board. The chairperson of the Board, is a member *ex-officio* of all committees without a vote and shall appoint the members and designate the chairperson of each committee. The chairperson shall sign all reports or other documents required to be filed by law. The chairperson shall also report to the Board on all matters that relate to the interests of the University and require attention of the Board.

The vice chairperson shall have and exercise all the powers and duties of the chairperson in the chairperson's absence or inability to act and shall perform such other duties as may be prescribed from time to time by the Board.

The secretary of the Board shall give or cause to be given notice of all meetings of the Board and shall affix or cause to be affixed the seal of the University to all documents that may require it. The secretary shall have charge of the seal of the University and such other books and papers as the Board may prescribe; shall make such reports to the Board as it may request; and shall prepare and file, or cause to be prepared and filed, such reports or statements as may be required by law and upon authorization from the Board.

The Board shall have the authority to employ a recording secretary for the purpose of attending public meetings of the Board and to perform other duties appropriate to the position. The recording secretary of the Board shall be responsible for recording all votes and the minutes of all proceedings in a book to be kept for that purpose which shall be kept at the principal office of the Board. Such personnel shall be appointed by the President, subject to Board approval, and shall have no official capacity on the Board.

## *ARTICLE V*

### *COMMITTEES*

#### **Executive Committee**

The annually elected officers, consisting of the chairperson, vice chairperson, secretary and chairpersons of the committees established by the Board shall act as the Executive Committee of the Board. The chairperson of the Board may appoint up to four (4) additional members to serve on the Executive Committee, which shall meet at the call of the chairperson. This committee shall propose the agenda for meetings of the Board, carry out and implement actions taken by the Board, conduct a comprehensive evaluation of the president, and perform any other duty which has been delegated or assigned to it. The Executive Committee shall make recommendations to the full Board for its approval and in accordance with and subject to the limitations set forth in N.J.S.A. 18A:3B-58, shall have authority to act on behalf of the full Board between full meetings of the Board.

#### **Standing Committees**

The Board shall have the power to create additional committees to aid it in carrying out the business of the Board. All committees shall report directly to the Board, which shall have the power to abolish or replace any standing committee. All standing committees shall have written

charters approved by the Board. Standing committees shall maintain minutes of their meetings. The current standing committees and some of their duties are as follows:

Academic and Student Affairs – To review and recommend to the Board additions/changes to curricula, including new programs, program reviews, program accreditations, degree designations, and departmental nomenclature changes. In addition, to review selected activities within the Student Affairs division, which are of significant university interest, including student life, campus housing, and other topics relating to the changing needs of students. When appropriate, the committee will recommend to the Board changes in programming and/or policy in the student affairs area.

Audit – To assist the Board in its financial oversight of the University consistent with the Audit Committee charter and review the annual external audit. The Audit Chair shall have accounting or related financial management expertise. When formal action is required, the committee will forward recommendations to the Board for review and approval.

Budget and Finance – To oversee current financial operations and recommend long-range fiscal planning guidelines for the University. Duties include but are not limited to review of the following: annual operating budget, capital budget, quarterly financial position, University investment strategy, long-range budget planning and contract awards. When formal action is required, the committee forwards recommendations to the Board for review and approval.

Facilities - To consider all major additions to or modifications of the physical plant of the University, as well as budgetary aspects, and report the results of its deliberations to the Board for their review and when necessary their approval.

University Advancement/University Relations – To support and enhance the University’s image among key constituent groups, with emphasis on prospective students and donors; and to review fundraising, alumni outreach, marketing, community relations, media publication, public relations policies and goals. When appropriate, the committee recommends to the Board changes in program and/or policy.

Nominations and Governance – To assist the Board in its recruitment efforts for Board and committee membership and periodically review and update the Bylaws.

Compensation – To make recommendations, set and evaluate the compensation for the president, vice-presidents, and senior administration of the University in accordance with N.J.S.A. 18A:3B-59. The Executive Committee members shall constitute the members of the Compensation Committee and when acting in that capacity, shall record any votes taken with respect to compensation.

## **Ad Hoc Committees**

The chairperson of the Board shall have the power to establish temporary or ad hoc committees for a specific purpose. Upon the completion of the task for which the committee was formed, the committee shall be automatically dissolved unless specifically extended by a majority vote of the Board. Ad hoc committees may include but are not limited to the Risk committee.

## ***ARTICLE VI***

### **Meetings**

A public university and State designated Comprehensive Public Research Institution Trustee Board is constituted as a public body organized under New Jersey law and collectively empowered as a voting body to perform a public governmental function affecting citizen rights and to expend public funds. As such, Board meetings are governed by the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq.

The Board shall meet and organize annually at a public meeting held in accordance with applicable law. At that time, the Board will announce the schedule for all regular Board meetings. Public notice of meetings shall be provided in accordance with applicable law and shall contain the time, date, location, and agenda of the meeting and will be sent to the Secretary of State of New Jersey and to officially designated media outlets/newspapers and will be provided to the University community.

A quorum, which is requisite for action on all matters coming before the Board, shall consist of more than one-half of the current-voting members of the Board.

All questions coming before the Board shall be determined by a majority (more than one half) vote of those present and eligible to vote at the meeting except in those cases where affirmative action by a larger majority is required by statute or these Bylaws.

Each trustee shall be entitled to one vote. No proxy votes shall be permitted. The student trustee is eligible to vote only on those matters allowed pursuant to N.J.S.A. 18A:64M-8.

Unless otherwise directed by a majority of the Board, or specified in these bylaws, all public meetings of the Board shall be conducted in accordance with parliamentary procedure.

### **Recusal Procedure**

If a Board member finds or is advised by the University Ethics Officer or General Counsel that an incompatible financial or personal interest exists on a matter, the Board member must recuse themselves from that matter or seek advice from the State Ethics Commission. The recusal must be absolute. The Board member must have no involvement with the matter from which the member has been recused.

The process for recusal at Board meetings is as follows:

1. To the extent feasible, meeting materials involving a matter from which the Board member must recuse themselves should not be distributed to the Board member;
2. At the subject meeting, the Board member must place the recusal on the record prior to any discussion of the matter; and
3. The Board member must leave the room at a non-public portion of the meeting while the matter in question is under discussion.

## *ARTICLE VII*

### **Amendments**

These bylaws may be amended, altered, repealed, or added to in any manner not inconsistent with the laws of the State of New Jersey by the affirmative two-thirds roll call vote of the Board members present and eligible to vote at two consecutive public meetings of the Board, provided that any requests for alteration, deletion, or addition shall have been furnished to each member of the Board by the secretary at least 10 days before the applicable meeting at which the vote upon the amendment is to be held.

These bylaws shall be reviewed at least every five (5) years by the Board of Trustees to determine whether revision is necessary.

## *CODE OF ETHICS*

The government, control, conduct, management and administration of Rowan University are vested in its Board. N.J.S.A. 18A:64M-9, et seq. As a duly appointed member of the Board, I acknowledge that acting in concert with my fellow Board members, I am responsible for the governance of the institution, and I pledge myself to the following code of ethics:

1. I will have no interest (financial or otherwise, direct or indirect), nor will I engage in any business transaction or professional activity that is in substantial conflict with the discharge of my duties as a Trustee.
2. I will not use or attempt to use my official position to secure unwarranted privileges for others or myself.
3. I will refrain from acting in any official capacity in any matter where I have a direct or indirect personal financial interest that might reasonably be expected to impair my objectivity or independent judgment in the exercise of my official duties.
4. I will not engage in any activity which might reasonably be expected to impair my objectivity and independence of judgment in the exercise of my official duties.

5. I will not accept any gift, favor, service or other item of value under circumstances from which it might be reasonably inferred that it was given or offered for the purpose of influencing me in the discharge of my duties.
6. I will not use the authority, title or prestige of my office to solicit or otherwise obtain a private, financial, social or political benefit that in any matter is inconsistent with the public interest.
7. I will not knowingly act in any way that might reasonably be expected to create an impression or suspicion among the public that I may be engaged in conduct violative of my trust as a public Trustee.
8. I will not use or allow to be used any information not generally available to members of the public for the purpose of securing financial gain for myself or others with whom I am associated.
9. I will abide by The State Conflict of Interest Law, N.J.S.A. 52:13D-12, et seq., the State Ethics Commission Rules, N.J.A.C. 19:61-1.1 et seq., the Rowan University Code of Ethics, and applicable Executive Orders.

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