

**BROOKDALE COMMUNITY COLLEGE**

**THE BYLAWS OF THE BOARD OF TRUSTEES**

**1.1000 LEGAL STATUS OF THE BOARD OF TRUSTEES**

1.1010 Official Name

The official name of the county college, established under and by virtue of the laws of the State of New Jersey, shall be Brookdale Community College (hereinafter sometimes referred to as “College” or “the College”).

1.1020 Corporate Title

The name of the corporation shall be the “Board of Trustees of Brookdale Community College,” (hereinafter sometimes referred to as the “Board”).

1.1030 Corporate Seal

The corporation shall have a seal, the form and design of which shall be adopted by the Board of Trustees and the custody of which shall be with the Secretary of the Board of Trustees.

**1.2000 ORGANIZATION OF THE BOARD**

1.2010 Composition of the Board of Trustees

The Board of Trustees consists of twelve voting members; one voting member is elected from the graduating class appointed in accordance with the laws of the State of New Jersey. The President of the College shall be an ex-officio member of the Board, but without vote.

1.2020 Authority

The Board of Trustees derives its authority from New Jersey Statute 18A:64A-1 et seq. The Board is subject to provisions of the Constitution of the State of New Jersey, the Regulations and Standards for New Jersey Community Colleges, and its own policies.

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### 1.2030 Oath of Office

Each Trustee, prior to taking a seat on the Board of Trustees, shall take and execute the following oath of office:

“I, \_\_\_\_\_, do solemnly swear that I will support the Constitution of the United States and the Constitution of the State of New Jersey and that I will faithfully discharge the duties of the office of Trustee of Brookdale Community College according to the best of my ability.”

### 1.2040 Individual Members of the Board

The responsibilities of the Board designated in this section, and such other responsibilities and powers of the Board as are or may be designated in these Bylaws, pertain to the Board as such and not to its members individually. No member of the Board has or shall assume power or responsibility to make decisions affecting the College, the Board, or its agents except as that power or responsibility has been specifically delegated to him by the Board.

### 1.2050 Duties and Responsibilities

The Board of Trustees, responsible to the people of Monmouth County and sensitive to their hopes, ambitions, and needs, shall have the legislative responsibility of formulating broad public policy for community college education in Monmouth County. As the policy-making body of the College, the Board shall be charged with the oversight and control of the College. The formulation and adoption of written policies shall constitute the basic method by which the Board exercises this leadership in the operation of the College.

The Board shall delegate to the President, its chief executive officer, the full authority and responsibility for the operation of the College under the policies of the Board.

Without prejudice to powers granted to the Board by the New Jersey Statutes or the Regulations and Standards for New Jersey Community Colleges, Board responsibilities are as follows:

- (a) Adopt and periodically review the mission statement of the College.

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- (b) Establish broad general policies for the governance of the College.
- (c) Select and appoint the President of the College, who shall be the executive officer of the College, through whom the Board exercises its control of the College and to whom all other employees, agents, and professional consultants of the College shall be responsible.
- (d) Appoint, upon nomination of the President, other administrative officers and administrative personnel and all academic personnel of the College.
- (e) Employ a general counsel, college auditor, and other agents as required, and fix their qualifications and compensation.
- (f) Approve the annual budget and any later revisions.
- (g) Provide sufficient physical facilities to carry out the mission of the College.
- (h) Recommend to proper authorities provision of ways and means of adequate financial support.
- (i) Serve as a final adjudicating agency for students, employees, and citizens on matters of policy and policy interpretation.
- (j) Consider communications and requests from citizens and organizations of Monmouth County on matters of policy, administration, and other items of public concern affecting the College.
- (k) Maintain continuous oversight of the College.

### **1.3000      OFFICERS OF THE BOARD**

#### 1.3010      Titles

The Officers of the Board shall be a Chair and a Vice Chair elected from its membership. The President of the College shall be Secretary of the Board.

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### 1.3020 Manner of Election and Term of Office

The Chair and Vice Chair of the Board shall be elected annually at the annual meeting of the Board held during the month of November. They shall assume office immediately upon election and shall serve for a period of one year or until a successor is elected and qualifies. A simple majority of votes cast shall be required for election. Vacancies in office that may occur after the annual meeting shall be filled by election at the next regular meeting after a vacancy shall occur. The new office holder will serve for the remainder of the unexpired term.

The President shall be appointed by a majority of all members of the Board. The compensation and term of office shall be determined by the Board which shall execute a contract embracing such terms.

### 1.3030 Duties and Responsibilities of the Officers of the Board

#### 1.3031 Chair of the Board

- (a) To preside at all meetings of the Board and to decide on questions of order as well as the right to vote.
- (b) To appoint all committees of the Board and to designate the Chairs of such committees, except as may be otherwise provided in these Bylaws.
- (c) To execute all contracts legally requiring the Chair's signature.
- (d) To serve as an ex-officio member of all committees of the Board.
- (e) To call special meetings of the Board as required.
- (f) To recommend appointments of individuals to the Board of Trustees of the Brookdale

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Community College Foundation according to its Bylaws.

- (g) To discharge such other functions as may be prescribed by law or delegated to the Chair by the Board.

### 1.3032 Vice Chair of the Board

- (a) To act for the Chair on request or in the Chair's absence.
- (b) To discharge such other functions as the Chair may delegate.
- (c) To serve as an ex-officio member of all committees of the Board.

### 1.3033 Secretary of the Board

- (a) To be responsible for the written notification of all members of the Board of all meetings.
- (b) To be responsible for recording, preparing, and distributing to all members of the Board the minutes of all regular and special meetings of the Board.
- (c) To have custody of the corporate seal of the College, to affix it to official documents, and to attest the same by his/her signature.
- (d) To have charge of all official records and documents belonging to the Board.
- (e) To cause to have prepared and maintained an indexed compilation of all Bylaws and amendments thereto and a copy of the policies of the Board and all amendments thereto, the whole of which shall be known as the Policies of the Board of Trustees of Brookdale Community College.

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- (f) To conduct the official correspondence of the Board and issue all of its orders.
- (g) To give such public notices of Board actions as may be required by statutes, bylaws, or resolutions of the Board.
- (h) To perform such other duties as may be required by law or delegated to him from time to time by the Board.

1.3034

### Chief Executive Officer

The President of the College shall be the Chief Executive Officer of the College through whom the Board carries out its program and exercises its policies. The President may delegate to subordinate officers or employees of the College such powers as he may deem appropriate to be exercised under his supervision and direction.

Within the framework of policies adopted by the Board, the President shall exercise discretionary authority in carrying out the responsibilities of the position. He shall perform the following functions.

- (a) To inform the Board of all actions taken under authority delegated to him.
- (b) To advise the Board in all areas of policy and to make recommendations on all matters that affect the College before action is taken by the Board.
- (c) To make recommendations to the Board for the appointment of administrative and teaching personnel of the College.
- (d) To appoint, manage, supervise, and discharge all employees other than administrative and teaching personnel.
- (e) To prepare and submit to the Board an annual budget and budget revisions.

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- (f) To be responsible for the formulation of all reports as may be required by the Board and by local, state, and national agencies.
- (g) To issue administrative regulations and procedures designed to implement Board policies.
- (h) To represent the College to the community, in cooperation with the Board and the staff, by interpreting the College's programs to the public, parents, the press, and community organizations.
- (i) to execute all contracts and other documents not legally requiring the signature of the Chair of the Board.
- (j) To prepare and submit to the Board an annual report on the operation of the College, including recommendations for the immediate and long-range development of the College.
- (k) To serve as the official channel for all contacts between staff members and the Board.
- (l) To act as the chief administrator of the College, responsible for the organization of the College and for all executive and administrative duties in connection with the operation of the College.
- (m) To propose the shape of and maintain the educational program of the College, recommending to the Board from time to time such changes in programs and services as he deems desirable to fulfill the stated mission of the College.

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- (n) To designate, subject to Board approval, an administrative officer of the College to serve as Acting President during his absence.

### 1.4000 COMMITTEES OF THE BOARD

#### 1.4010 Executive Committee

The Executive Committee shall consist of the Chair, Vice Chair, Chair of the Finance Committee, and one Trustee appointed by the Chair. The President of the College shall serve ex-officio and act as Secretary of the Committee. The Chair of the Board shall serve as Chair of the Executive Committee. It shall be the duty of the Executive Committee to represent and act for the Board between meetings except to grant degrees, make removals from office, or to take any action against an expressed policy of the Board. The Chair shall submit such actions taken by the Executive Committee for approval at the next regularly scheduled meeting of the Board, and such actions, if not modified or reversed by the full Board, shall be final.

#### 1.4020 Appointments to Standing Committees

Membership on standing committees of the Board of Trustees, except as otherwise herein expressly provided, shall consist of five Trustees, including the Chair of the Committee and the Chair and Vice Chair of the Board as ex-officio members.

Members of the standing committees and the Chairs of such committees shall be appointed by the Chair of the Board of Trustees with the approval of the Board. Such appointments shall be made annually at the organizational meeting of the Board of Trustees. Members of standing committees shall serve for a term of one year or until their successors have been appointed.

#### 1.4021 Buildings and Grounds Committee

The Buildings and Grounds Committee shall, prior to action by the Board of Trustees, duly consider all matters and review all recommendations of the President and report to the Board of Trustees concerning the following:

- (a) Development of all buildings and grounds policies;

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- (b) Facilities Master Plan for the College;
- (c) Requirements for buildings and grounds, both temporary and permanent, including architectural plans;
- (d) Such other matters as shall be referred to it by the Board of Trustees.

### 1.4022 Educational Services Committee

The Educational Services Committee shall, prior to action by the Board of Trustees, duly consider all matters and review all recommendations of the President and report to the Board of Trustees concerning the following:

- (a) Policies, mission statement, and goals of the College;
- (b) Current and future objectives to be accomplished and programs of implementation in the areas of curriculum, student development, and community development;
- (c) Review and evaluate progress in the above areas.

### 1.4023 Finance Committee

The Finance Committee shall, prior to action by the Board of Trustees, duly consider all matters and review all recommendations of the President and report to the Board of Trustees concerning the following:

- (a) Development of all fiscal policies of the Board;
- (b) Annual budget and revisions, including advocacy for same at the County and State levels.
- (c) Long-range fiscal requirements for operation and development of the College;
- (d) Review of public contracts within the statutory limits of the County College Contracts Law.

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### 1.4024 Human Resources Committee

The Human Resources Committee shall, prior to action by the Board of Trustees, duly consider all matters and review all recommendations of the President and report to the Board of Trustees concerning the following:

- (a) All personnel policies of the Board;
- (b) Review appointments of administrative officers;
- (c) Review nominations for faculty appointments;
- (d) Assist in the development of negotiations parameters and strategies.

### 1.4025 Policy Committee

The Policy Committee shall, prior to action by the Board of Trustees, duly consider all matters and review all recommendations of the President and report to the Board of Trustees concerning the following:

- (a) Formulation of Board Policies;
- (b) Revision of Board Policies as required by changes in federal, state, and/or local laws.
- (c) Review of College Regulations prepared by the President which are designed to implement the Policies of the Board of Trustees.

### 1.4026 Information Technology Committee

The Information Technology Committee shall, prior to action by the Board of Trustees, duly consider all matters and review all recommendations of the President and report to the Board of Trustees concerning the following:

- (a) Development of policies concerning the use of information technology in the delivery of Brookdale's academic, administrative, and support services;

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- (b) Current and future objectives to be accomplished in the area of information technologies;
- (c) Review and evaluate progress in the above areas.

### 1.4030 Nominating Committee

The Chair of the Board shall appoint a Nominating Committee each year at the September meeting consisting of three voting members. It shall be the duty of the Nominating Committee to offer in nomination the names of a Chair and a Vice Chair to the Board at the annual meeting of the Board in November.

### 1.4040 Ad Hoc Committees

The Board of Trustees may establish and dissolve such ad hoc committees as it deems necessary from time to time to secure and promote the welfare of the College and to assist the Board of Trustees in the performance of its functions. Any such committee shall serve in an investigative, advisory, or recommending capacity only.

### 1.4050 Board of School Estimate

In accordance with the provisions of New Jersey Statute 18A:64A-15, the Chair of the Board of Trustees and the Chair of the Finance Committee shall be the College's representatives to the Board of School Estimate. In the absence of the Chair of the Board of Trustees, the Vice Chair of the Board shall so serve. In the absence of the Chair of the Finance Committee, a Trustee shall be appointed by the Chair of the Board of Trustees to serve on the Board of School Estimate.

### 1.4060 Community Advisory Committees

The Board of Trustees may establish from time to time as deemed necessary and desirable Advisory Committees to assist the Board in the determination of community needs. Members of Advisory Committees shall be appointed by the Chair of the Board after consultation with the President and with the approval of the Board of Trustees. The Chair of the Board shall designate the Chairs of such Community Advisory Committees.

**1.5000 MEETINGS OF THE BOARD OF TRUSTEES**

1.5010 Annual Meeting

The annual meeting (organizational meeting) of the Board of Trustees shall be held in November as required by the provisions of New Jersey Statute 18A:64A-10. The agenda for the annual meeting shall be as follows:

- (a) Election of officers;
- (b) Appointment of standing committees;
- (c) Establishment of a regular meeting schedule;
- (d) Designation of official newspapers;
- (e) Annual report of the College.

1.5020 Regular Meetings

Regular meetings of the Board shall be held ten times a year, on a day, hour, and at a place to be fixed and determined at the annual meeting. A regular meeting may be set for another date or waived by action of the Board at any previous meeting. A regular meeting can be established for any other date than that fixed at the annual meeting provided that the same shall be fixed for a day not less than seven days after the date when action was taken changing such date.

1.5030 Special Meetings

Special meetings shall be called by the Chair, or upon written request by four Trustees, or by the President when approved by the Chair. The notice of any such meeting shall specify the matter(s) to be considered at said meeting. No other matters shall be considered at said meetings.

Under special circumstances, a member or members of a Committee of the Board may participate in a non-voting meeting through telephone conference call. Such a meeting, if a quorum of the Board is present or connected via teleconference, must be advertised in accordance with the "Open Public Meetings Act."

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Also, if a quorum should exist, a site must be designated as the meeting “Hub,” and a two-way speakerphone must be present to allow the public to hear the telephone portion of the meeting.

### 1.5040 Adjourned Meetings

Adjourned meetings may be held as the business of the Board of Trustees requires. At the time of adjournment, the time, date, and place of the continuation of the meeting shall be determined and announced, which said date shall not be less than 48 hours after the meeting which shall be adjourned.

### 1.5050 Executive Sessions

Executive sessions of the Board may be held to discuss any subject permissible under the provisions of the Open Public Meetings Act provided that a resolution shall be adopted by the Board at a public meeting stating the general nature of the subject to be discussed and stating as precisely as possible the time when and the circumstances under which the discussion conducted in executive session can be disclosed to the public. The Board shall take no formal action on any matter discussed at such sessions.

### 1.5060 Meetings in General

All meetings of the Board, except executive sessions, shall be open and accessible to the public. Except as hereinafter provided, the public shall not be entitled to participate in any meeting and shall not have a right to be heard on any subject. All meetings of the Board of Trustees and committees thereof are conducted within the provisions of the Open Public Meetings Act. The Board reserves the right to go into executive session at any time during a public meeting as necessary within the provisions of said Act.

### 1.5070 Notice of Meetings

The schedule of regular meetings adopted at the annual meeting shall be mailed to the official newspapers, prominently posted in at least one public place reserved for such announcements, and filed with the Clerk of Monmouth County and all others who have duly requested a copy of same. Notice of any revision of said schedule of regular meetings shall likewise be given within seven days following such revision.

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Forty-eight hours notice of any other meeting of the Board of Trustees or committees thereof shall be given in the same fashion as provided for notice of the schedule of regular meetings, which notice shall give the date, time, location, and, to the extent known, the agenda of such meeting. Such notice shall also state accurately whether formal action may or may not be taken.

Upon the affirmative vote of three-quarters of the members present, the Board of Trustees or the Executive Committee may hold an emergency meeting, notwithstanding the failure to provide the above notice, if such meeting is required in order to deal with matters of such urgency and importance that a delay for the purpose of providing for such notice would be likely to result in substantial harm to the public interest. Such meeting shall be limited to discussion of and acting with respect to such matters of urgency and importance. Notice shall be given as soon as possible after the calling of such meeting.

### 1.5080 Quorum

A majority of the Trustees shall constitute a quorum for the transaction of business at regular and special meetings. A smaller number may call the roll, record the names of absentees, and adjourn to meet at a specified future time. A majority of the members of a committee shall constitute a quorum for the transaction of committee business.

### 1.5090 Majority Vote

An affirmative vote of a majority of all Trustees present at regular, special, and committee meetings shall be required for the passage of any motion, except where otherwise provided by law, the Regulations and Standards for the New Jersey Community Colleges, or by the provisions of these Bylaws.

### 1.5100 Reconsideration of Vote

The reconsideration of a vote shall be moved only by a Trustee who voted with the majority and only at the same meeting at which the vote was taken. If the motion to reconsider prevails, the matter under consideration shall be decided at that or the next regular meeting, and the matter as thus finally decided shall not be revived within a period of six months unless by consent of a two-thirds majority of the Board.

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### 1.5110 Agenda

The agenda shall be prepared by the President in sufficient time before a meeting to allow the provision of notices required hereunder. Items that are not on the agenda may be considered by a consent of the majority of the Trustees present at the meeting.

### 1.5120 Parliamentary Rules

*Robert's Rules of Order, Revised*, shall be followed in conducting the meetings of the Board except as otherwise provided by the Board.

### 1.5130 Minutes of Meetings

Minutes of regular and special meetings of the Board and of the Executive Committee are public records. Written minutes shall be distributed to the Board and such other persons as the Board may designate and shall be posted at the College. The Minutes book shall be open to any person and shall be kept on file at the College as a permanent record of official actions of the Board.

The minutes shall record the names of the members present, the subjects considered, the actions taken, and the vote of each member. A Trustee voting on an issue may state his reasons and have them recorded in the minutes if he so requests at the time of voting.

Minutes of executive sessions shall be likewise recorded but shall not be a public record.

Minutes shall be recorded of all committee meetings which shall contain the names of the members present, the subjects discussed, and the recommendations to be made, if any.

### 1.5140 Appearances Before the Board

Any individual or group may petition the Board for an opportunity to be heard on any subject that lies within the Board's jurisdiction. The applicant for such a hearing shall file with the President a written request together with the question or topic for discussion or presentation at least ten days prior to a regular meeting of the Board.

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Any individual or group may petition the Board to be heard on any item that is on the written agenda of a Board meeting at least 48 hours prior to a regular meeting of the Board or at least 24 hours prior to a rescheduled or special meeting of the Board. The applicant for such a hearing shall file with the President a written request detailing the agenda item(s) for discussion or presentation.

The Chair reserves the right to fix time limits on presentations as he deems appropriate to the occasion and may limit the number of spokespersons who appear before it in support of or in opposition to a given issue being considered by the Board. The Board, by majority vote, may extend such limits as it deems appropriate.

### **1.6000 CHANGES IN BYLAWS AND POLICIES OF THE BOARD**

#### **1.6010 Amendments to the Bylaws**

These Bylaws may be revised, repealed, or added to by a majority vote of all the Trustees then in office at any regular meeting of the Board duly convened, provided that the proposed amendment shall have been presented in writing at a previous regular meeting of the Board.

#### **1.6020 Lodging of Policy**

No matter of policy shall be submitted to the Board for approval or placed on a regular or special meeting agenda for action by the Board unless it has been presented in writing at a previous regular meeting of the Board. This rule may be waived only by the unanimous consent of those Board members present and voting at the meeting when any such proposed action is contemplated.

The adoption of policy requires the affirmative vote of a majority of all Trustees then in office.

### **1.7000 MISCELLANEOUS BYLAWS OF THE BOARD**

#### **1.7010 Conflicts of Interest**

No Board member or employee shall have a direct or indirect interest, financial or otherwise, in a contract with the College or

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incur any obligation of any nature, which contract or obligation is in substantial conflict with the proper discharge of his duties in the public interest as provided by law. It shall be the obligation of each Board member or employee of the College to disclose to his immediate superior or to the Board, whichever is appropriate, any personal interest which he may have in any business transaction of the College.

1.7020 Auditor

An accounting firm shall be retained by the Board to perform any and all accounting and auditing services requested by the Board or required by law.

1.7030 Fiscal Year

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

1.7040 General Counsel

A practicing attorney-at-law shall be retained by the Board to render legal service to the College when needed. When requested to do so by the President, counsel shall attend meetings of the Board.

1.7050 Security

The Board shall require that each of its members as well as employees handling College funds be bonded at College expense to protect the College from loss sustained through fraudulent or dishonest acts or any act of omission performed in the line of official duty. The amount of the bond shall be determined by the President.

1.7060 Code of Ethics for Trustees of Brookdale Community College

The Board of Trustees of Brookdale Community College will comply with the following Code of Ethics:

- (a) A Trustee should devote time, thought, and study to the duties and responsibilities of a community college trustee so as to render effective and creditable service.

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- (b) As an individual, a Trustee has no legal authority outside of the meetings of the Board and should conduct himself accordingly with College staff, local citizens, and all facets of the community.
- (c) An important function of the Board of Trustees is to establish the policies and the goals of the institution and to audit the performance of the administration in the fulfillment of these policies and the progress towards the goals, but the educational program and the conduct of the College's business should be left to the President and the President's staff.
- (d) No College Trustee should accept from any person, directly or indirectly, or through his spouse or any member of his family any gift, favor, service, employment, or other things of value under circumstances from which it might be reasonably inferred or which he knows or has reason to believe is offered to him with intent to influence his public duties and responsibilities.
- (e) No College Trustee should knowingly act in an official capacity, by voting or otherwise, on any College matter in which he has an interest.
- (f) Disclosure of the precise nature of the interest or involvement, at first knowledge of the transaction, should be required in the event that the Board must consider any College matter which also involves;
  - 1. A member of the Board of Trustees or a member of his family (defined as spouse, parents, siblings, or children); and/or
  - 2. An organization with which a member of the Board of Trustees is affiliated.
- (g) Disclosure should be further required of Board members concerning all relationships and business affiliations that reasonably could give rise to a conflict of interest involving the institution.

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- (h) No College Trustee should act as an officer or agent of the College for the transaction of any business with himself or in which he has an interest.
- (i) No College Trustee should willfully disclose to any person or party for pecuniary gain any information not generally available to members of the public which he receives or acquires in the course of his official duties.
- (j) No College Trustee should have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity which might reasonably be expected to impair his objectivity or independence of judgment, or which is otherwise in substantial conflict with the proper discharge of his duties in the public interest.
- (k) No College Trustee should use or attempt to use his official position to secure unwarranted privileges or advantages for himself or others.
- (l) No College Trustee should act in his official capacity in any matter wherein he has a direct or indirect interest that might reasonably be expected to impair his objectivity or independence of judgment.

### Definitions

The following definitions shall have the following meanings with regard to the Code of Ethics for Trustees of Brookdale Community College:

“College matter” means any application, award, bid, claim, contract, license, proceeding, resolution or transaction made by, to, against, or with Brookdale Community College or which requires any official action by the Board of Trustees, its officers, or employees.

“College Trustee” means any person who is a member of the Board of Trustees of Brookdale Community College.

“Interest” means any personal, financial, economic, property, or other concern amounting to a right, advantage, share, or portion coming either directly or indirectly to a Trustee singularly or in affiliation with any person or party as defined herein.

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“Person or party” means any natural person, association, corporation, estate, partnership, proprietorship, trust, or other legal entity.

### 1.7070 Financial Disclosure

The members of the Board of Trustees will comply with public law with regard to the filing of financial disclosure statements.

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