

MERCER COUNTY COMMUNITY COLLEGE BOARD OF TRUSTEES

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MERCER COUNTY COMMUNITY COLLEGE

BY-LAWS OF THE BOARD OF TRUSTEES

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MERCER COUNTY COMMUNITY COLLEGE

**BY-LAWS OF THE BOARD OF
TRUSTEES**

ARTICLE I - NAME

Section 1

College Name

The name of the county college in the County of Mercer shall be "Mercer County Community College" (hereinafter sometimes referred to as "college" or "the College").

Section 2

Corporate Title

The corporate title of the governing body of the Mercer County Community College shall be "Board of Trustees of Mercer County Community College" (hereinafter variously referred to as "Board of Trustees" and "The Board").

ARTICLE II - POWERS

Section 1

Legal Status

The Mercer County Community College is a County College established under and by virtue of Laws of the State of New Jersey, and the Board of Trustees is appointed and constituted in accordance with said Laws.

Section 2

Powers

The Board of Trustees shall have and be responsible for the management and control of the College and shall have all the powers granted by Law. Without prejudice to such general powers, it is hereby expressly declared that the Board of Trustees shall have the following powers:

- (a) To adopt or change the name of the county college;
- (b) to adopt and use a corporate seal;
- (c) to sue and be sued;
- (d) to determine the educational curriculum and program of the college;
- (e) to 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;
- (f) to appoint, upon nomination of the President, members of the administrative and teaching staffs and fix their compensation and terms of employment, subject to Law;
- (g) to appoint or employ such other officers, agents and employees as may be required to carry out the purposes of the College and to fix and determine their qualifications, duties, compensation, terms of office and all other conditions and terms of employment and retention;
- (h) to fix and determine tuition rates and other fees to be paid by students;
- (i) to grant diplomas, certificates or degrees;
- (j) to 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 State or the United States or with any individual firm

or corporation which are deemed necessary or advisable by the Board for carrying out the purposes of the College;

- (k) to enter into collective bargaining agreements with duly designated employee collective bargaining units that have been duly recognized pursuant to applicable State statutes and regulations.
- (l) to 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 may use in aid of any of its purposes;
- (m) to acquire (by gift, purchase, 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;
- (n) to determine that any property owned by the College is no longer necessary for College purposes and to sell the same at such price and in such manner and upon such terms and conditions as shall be established by the Board.
- (o) to exercise the right of eminent domain pursuant to the provisions of Title 20 of the Revised Statutes to acquire any property or interest therein;
- (p) to make and promulgate such rules and regulations, not inconsistent with the provisions of Chapter 41, Laws of 1962, as amended, that are necessary and proper for the administration and operation of the Mercer County Community College and to implement the statutory provisions;
and
- (q) to exercise all other powers not inconsistent with the provisions of Chapter 41, Laws of 1962, as amended, which may be reasonably necessary or incidental to the establishment, maintenance and operation of Mercer County Community College.

ARTICLE III - RESPONSIBILITY

Section 1

General Definition

The Board of Trustees shall have the final responsibility for the planning, development and operation of the College in accordance with the provisions of the laws of the State of New Jersey.

Section 2

Means of Exercise

- (a) The Board, or a committee of the Board to which it has granted power to act on its behalf, shall act directly on any and all matters of the following types:
 - (1) matters involving the legal responsibility of the Board;
 - (2) matters affecting the administration of invested funds;
 - (3) matters concerning the acquisition or disposal of real estate.

- (b) On all other matters, except as otherwise provided herein, the Board shall normally exercise its responsibility through agents appointed by the Board, to whom the Board shall delegate such responsibilities and powers as it may deem appropriate. The Board shall consider and adopt such policies for the guidance of its agents as may be necessary to ensure the proper exercise of its responsibilities.

Section 3

Right to Act

No statement made in this Article or elsewhere in these By-Laws shall be construed so as to deprive the Board of the right to act, judge, or decide directly concerning any matter that falls within the scope of its responsibilities and powers.

Section 4

Individual Members of the Board

While the New Jersey Executive Order No. 65 requires each New Jersey public institution of higher education to include certain provisions in its code of ethics, the Mercer County Community College Board of Trustees recognizes the additional value of regularly reviewing and revising the code in the best interest of the College, its employees, and students. Relatedly, the Middle States Commission on Higher Education accreditation standards (Standard VII) require good governance practices including a written conflict of interest policy. For these reasons and others, the Mercer County Community College Board of Trustees includes a code of ethics in its bylaws (Article 3, Section 4) and commits to regularly reviewing this code and revising it as necessary in the best interests of the College, its employees, and most importantly our students.

The Board of Trustees will annually sign and return a statement to the Board Secretary affirming their intention to comply with the following Code of Ethics:

1. STANDARD OF ETHICS

Duty of Loyalty and Independence

- A. A Trustee should devote time, thought, and expertise to the duties and responsibilities of a community college trustee so as to render effective service. Trustees are expected to act in a civil and respectful manner to all colleagues and in public meetings and will strive to listen and be open to others' ideas.
- B. As an individual, a Trustee has no legal authority outside of the meetings of the Board and should conduct themselves accordingly. Any communication with the public should be through the President or Board Chair.
- C. The primary function of the Board of Trustees is governance, i.e. to establish the policies and goals of the institution, to ensure the development of the Strategic Plan to achieve these goals, and to evaluate the performance of the President in the fulfillment of these policies, including the powers delineated in Article II and the progress towards the goals. The delivery of this primary function is through the Board as a collective entity, including the efforts of Committees but not by individual board member(s). The

management and administration of the College's operations shall be left to the President and the President's staff.

- D. The role of an individual Trustee is significantly different from the roles of the President and administrators employed at the College. Individual Trustees do not perform administrative work of the institution. Trustees can always obtain needed information and reports to fulfill their role through the Chair, through Committee service, or the President. They must refrain from directing the work of College staff, asking for special favors of the staff or otherwise asking staff to perform tasks.
- E. Trustees supervise and direct only one staff member, the President. Trustees are further advised that the President takes direction from the Board, the Board Chair at the direction of the Board, and not from individual members.
- F. Trustees should strive to support the College staff and should not criticize the College President, any staff or fellow Trustees in public. If a Trustee is contacted by College Staff for any reason, the Trustee should listen respectfully. However, the Trustee should redirect the staff to the appropriate administrator or report that conversation to the Chair and/or College President.
- G. Trustees should not make recommendations or serve as a reference for any employment position at the College.
- H. No Trustee shall be eligible to accept employment at the College for a period of two years following their leaving the Board.

Duty of Confidentiality

- I. Trustees should never reveal confidential or executive session items. Trustees should treat information that is known to be confidential or privileged as strictly confidential both during and after the completion of their service with the College. No Trustee should willfully disclose to any person or party for personal gain any information not generally available to members of the public which they receive or acquire in the course of their official duties.

2. ASSESSING AND DISCLOSING POTENTIAL CONFLICTS

- J. No Trustee should accept from any person, directly or indirectly, or through their spouse, or any member of their family any gift, favor, service, employment, or other things of value under circumstances from which it might be reasonably inferred or which they know or has reasons to believe is offered with intent to influence their public duties and responsibilities.
- K. No Trustee should knowingly act in an official capacity, by voting or otherwise, on any College matter in which they have an interest. Disclosure is required of Trustees concerning all relationships and business affiliations that reasonably could give rise to a conflict of interest involving the institution.
- L. No Trustee should act as an officer or agent of the College for the transaction of any business with themselves or in which they have an interest.
- M. No 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 their objectivity or independence of judgment, or which is otherwise in substantial conflict with the proper discharge of their duties in the public interest.
- N. No Trustee should use or attempt to use their position as a Trustee to secure unwarranted privileges or advantages for themselves or others or advance their own interest.
- O. No Trustee should act in their official capacity in any matter wherein they have a direct interest that might reasonably be expected to impair their objectivity or independence of judgment.
- P. No Trustee, nor any member of the immediate family of a trustee, shall do business directly or indirectly with the institution that they govern or on which they serve as a Trustee.
- Q. The prohibitions of P above shall also apply to any firm, association or partnership by which the Trustee owns or controls more than one percent of the profits or assets of

that firm, association or partnership. Such prohibitions shall also apply to shareholders, associations, or professional employees of a professional service corporation regardless of the extent or amount of their shareholder interest in such a corporation.

- R. Any Trustee who is currently involved in a business relationship that is prohibited by this Policy shall be given 30 days to terminate the prohibited business relationship or to resign from the Board. Failure to comply with the terms of this Policy shall constitute good cause for a petition to an appropriate entity for the removal of a Trustee.

3. ENFORCEMENT

- S. The President or a Trustee shall notify the Chair of the Board if they believe that a Trustee has violated this Code of Ethics or any other Bylaw or Board Policy. The notification shall be referred to the Executive Committee for a determination within 90 days of the notification. If a member of the Executive Committee is involved, they must recuse themselves from any discussion or determination.
- T. The Executive Committee shall notify the Trustee that it has been notified that the Trustee may have violated the provisions of this Code of Ethics. The notification shall be in writing and specify the section of the Code of Ethics alleged to have been violated and the facts and circumstances surrounding such allegations. The Trustee shall have an opportunity to present information to the Executive Committee, including documents and written and other oral statements to refute the allegations.
- U. The Executive Committee shall make a recommendation for disposition of the matter to the full board of Trustees. The Trustees shall then determine by a majority vote whether to adopt the recommendation, and if a violation is found, may ask for the resignation of such Trustee, remove a Trustee as an officer, remove a chair or committee assignment, and such other relief as the Executive Committee may deem appropriate under the circumstances. If deemed appropriate under the circumstances, the Board shall make a recommendation to the Mercer County Executive or Governor, as appropriate.

V. The Executive Committee will recommend that the Board of Trustees refer, to the appropriate prosecutor, any matter that in its judgment might involve criminal misconduct. The full Board shall vote on whether such a referral shall be made. Any Trustee involved in the matter must recuse themselves from the vote. If such a referral is made, the Board shall defer taking any further action in the matter pending a determination by the prosecutor that the matter will or will not result in prosecution.

Signature

Date

ARTICLE IV - MEMBERSHIP

Section 1

Membership of the Board of Trustees

The Board of Trustees consists of the County Superintendent of Schools and ten (10) persons, eight (8) of whom shall be appointed by the County Executive with the advice and consent of the Board of Chosen Freeholders, at least two (2) of whom shall be women, and two (2) of whom shall be appointed by the Governor. The President of the College shall serve as an ex-officio member without vote, as shall one member of the previous years' graduating class elected by the student body. Only one non-voting member, as defined by N.J.S.A 18A:64A-9, can serve on the Board of Trustees at any given time. The member who is the most recently elected official shall be required to resign immediately in order to comply with this requirement.

ARTICLE V - OFFICERS

Section 1

Titles

The officers of the Board shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, and such other officers as the Board may designate.

Section 2

Manner of Election and Term of Office

The officers of the Board shall be elected annually by and from the membership of the Board at the regular meeting of the Board in the month of November. They shall assume office immediately upon election. The election shall be by ballot. A simple majority of the votes cast shall be required for election. The President of the College shall not be eligible to serve as an officer of the Board other than as Secretary. 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.

Section 3

Duties of Officers

(a) Duties of the Chairperson

- (1) To preside at all meetings of the Board at which he or she is present;
- (2) to appoint all committees of the Board, and designate the Chairperson of such committees, except as may be otherwise provided in these By-Laws or as may be otherwise determined from time-to-time by the Board;
- (3) to serve as an ex-officio member of all committees of the Board except the Nominating Committee;
- (4) to execute all contracts and other documents on authority of and in the name of the Board;
- (5) to call in accordance with the Open Public Meetings Law a special

meeting of the Board 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; and

- (6) to discharge such other functions as may be delegated to him or her by the Board.

(b) Duties of the Vice Chairperson

- (1) To preside at regular and special meetings of the Board in the absence of the Chairperson;
- (2) to 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;
- (3) to assist the Chairperson in the performance of such of the Chairperson's duties as the Chairperson may request; and
- (4) to discharge such other functions as the Board may delegate to him or her from time-to-time.

(c) Duties of the Secretary

- (1) To be responsible, upon direction by the Chairperson, for the written notification to all members of the Board of all regular and special meetings of the Board as provided for in Article VII, Section 4 of these By-Laws and by Law;
- (2) 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 and making these available for public inspection in accordance with the Law;
- (3) to have custody of the Corporate Seal of the Board, to affix it

to official documents, and to attest the same by his or her signature;

- (4) to have custody of all official records and documents belonging to the Board;
- (5) to cause to have prepared and maintained:
 - (a) an indexed compilation of all By-Laws and Amendments thereto; and
 - (b) a copy of all policies, procedures, and regulations of the Board and all Amendments thereto, the whole of which shall be known as the Operating Manual of the Board of Trustees of the Mercer County Community College;
- (6) to transmit promptly after each meeting to the appropriate officers, clerks, committees, or other persons, organizations or groups all papers, matters or resolutions referred to them by action of the Board;
- (7) to give such public notices of Board actions as may be required by Statutes, By- Laws or resolutions of the Board;
- (8) to perform such other duties as may be delegated to him or her from time-to-time by the Board;
- (9) in performing the above duties, the Secretary may call upon the services of the staff of the College.

(d) Duties of the Treasurer

- (1) To serve as Chairperson of the Finance and Facilities Committee;
- (2) to keep or cause to have kept, in books belonging to the College, full and accurate accounts of all receipts and disbursements;

- (3) to cause to be delivered detailed reports of the financial condition of the College including details of all investments;
- (4) to serve as one of the two members of the Board of Trustees on the Board of School Estimate;
- (5) to perform such other duties as the Board may delegate to him or her from time-to-time;
- (6) in performing these duties, the Treasurer may call upon the services of the staff of the College.

ARTICLE VI - COMMITTEES

Section I

Composition

The Board may establish such standing committees and such special committees as it deems necessary to secure and promote the welfare of the College. Unless otherwise specified by the Board, committees and other chairpersons shall be appointed by the Chairperson. Only current Board members shall be eligible to serve on Board committees. The Chairperson of the Board and the President of the College shall be ex-officio members without vote of all committees.

The activities and tasks of each standing or special Committee will be supported by one or more Vice-Presidents of the College based on the role the Committee and its alignment to the functions performed by each Vice-President. The Vice-President for Finance and Administration shall support the work of the Committee on Finance and Facilities; the Vice-President for Human Resources shall support the work of the Committee on Human Resources; and the Vice-President for Academic Affairs and the Vice-President for Student Affairs shall support the activities and tasks of the Operations Committee. When forming a Special or Ad-Hoc Committee, the Chairperson of the Board may assign a Vice-President to support the assigned activities and tasks.

Moreover, any member of the Board of Trustees shall have the right to participate without vote at any committee meeting and shall upon request be given the same notices and information as the members of any such committee unless their attendance violates the Open Public Meetings Act.

Section 2

Responsibility

Each standing and special committee of the Board shall, under the direction of its chairperson, be responsible for:

- (a) Carrying out with appropriate dispatch any task delegated to it by the Board;
- (b) keeping an accurate record of its deliberations and/or actions;
- (c) reporting promptly to the Board on its activities; and
- (d) recommending appropriate policies for Board approval.
- (e) The Chairperson of each standing committee shall call a committee meeting as needed.

Section 3

Authority

If the Board in a regular or special meeting refers some matter to a committee of the Board, which referral may be subject to conditions imposed by the Board, and delegated to that committee power to act on the matter thus referred, the chairperson of said committee shall report to the Board within a reasonable time the action taken, and the action of the committee shall in such case be final. In all other cases, committee action shall be reported as a recommendation for consideration and action by the Board at a regular or special meeting.

Section 4

Membership

Each standing committee shall consist of at least three members, exclusive of ex-officio

members. A majority of the members of a standing committee, excluding members ex-officio, shall constitute a quorum for the transaction of business.

Section 5

Special Committees

Special committees shall be disbanded on acceptance of their reports or when discharged by the Chairperson of the Board.

Section 6

Executive Committee

The Executive Committee shall consist of five persons including the Chairperson, Vice-Chairperson and Treasurer of the Board and the chairs of the Committee on Human Resources and the Operations Committee or their designee.

In the event one or more members cannot attend a committee meeting, the chair of the Audit Committee shall serve as Alternate #1 and the chair of the Public Affairs Committee shall serve as Alternate #2.

The Executive Committee shall meet as called by the Board Chairperson to review and advise the Chairperson on matters of general concern to the entire Board, and to advise the Chairperson on the content of agendas for regular and special meetings.

Section 7

Committee on Finance and Facilities

The Committee on Finance and Facilities shall:

- (1) Make recommendations to the Board regarding fiscal policies of the College;
- (2) receive, review and recommend to the Board the operating and capital outlay budgets, the revisions in same, as recommended by the President;
- (3) recommend to the Board policies and decisions regarding investment of any surplus or restricted monies;

- (4) recommend to the Board policies and decisions regarding the receipt and disposition of any monetary bequests, gifts, grants, and donations, the care of all College securities, and regarding contracts for instruction or research services or other purposes with private or governmental firms, persons or agencies;
- (5) recommend to the Board policies to govern the receipt, security, depositing, accounting and expending of all funds pertaining to the College, in accordance with Law and relevant regulations.
- (6) make such recommendations as it may deem appropriate pursuant to financial audits.
- (7) designate a member to serve as directors of the MCCC Foundation, Inc. and the Foundation Executive Committee, and make recommendations regarding the Foundation;
- (8) review the recommendations of an insurance consultant hired by the Board on all insurance coverage and make recommendations to the Board;
- (9) carry out, or require to be carried out, studies relating to sites, buildings and grounds;
- (10) review the program of immediate and long-range building and facility needs of the College as prepared by the President;
- (11) recommend all professional service consultants for all construction projects and any and all professional service contracts and awarding of all contracts.
- (12) review plans and programs of maintenance of buildings and grounds; and
- (13) arrange for the preparation of professional service contracts, review and recommend award of contracts.

Any one of the foregoing duties may be delegated by the committee to the President.

Section 8

Committee on Human Resources

The Committee on Human Resources shall:

- (1) In the event of a vacancy in the Office of President, cause a proper and thorough search to be made for available and suitable candidates;
- (2) review the President's recommendations regarding eligibility requirements for professional positions and make recommendations to the Board regarding same;
- (3) review all nominations made by the President to fill vacancies in the professional staff and to make recommendations to the Board;
- (4) oversee the conduct of collective bargaining with employee units by the administration and by any other agent that the Board may designate, and to advise the administration on matters related to the contraction administration.
- (5) establish salary schedules and other employee benefits and make recommendations to the Board regarding same;
- (6) meet with the President and any duly designated faculty and/or staff committee on matters of mutual concern; and
- (7) review annually the President's performance of his or her duties and accomplishments, and make recommendations concerning the salary and benefits of the President's contract.

Section 9

Operations Committee

The Operations Committee shall:

- (1) Review and recommend to the Board the approval of new curricula or major revisions of existing curricula;

- (2) review and recommend to the Board policies pertaining to admission standards, academic standards, and the granting of degrees;
- (3) review and recommend other appropriate student personnel policies;
- (4) review and evaluate the instructional program;
- (5) recommend to the Board policies affecting student rights, responsibilities and welfare;
- (6) review recommendations of the President regarding student affairs and make recommendations to the Board; and
- (7) insure that proper short- and long-range planning for College operations occurs.

Section 10

Audit Committee

The Audit Committee shall:

- (1) make recommendations to the Board regarding policies related to financial and operational auditing process for the college, including limitations on the use of auditors for non-auditing work;
- (2) recommend to the Board the selection of such independent external auditors as the Board may need to fulfill its financial oversight and other fiduciary responsibilities;
- (3) with due respect for the role of the Finance and Facilities Committee, oversee independent assessments of the quality of college financial reporting;
- (4) conduct regular reviews and assessments of college processes and performance regarding regulatory compliance, internal controls, risk management and ethics;

- (5) oversee college internal audit processes, requesting direct reports as needed from staff members with internal audit responsibilities, and recommending the use of external independent auditors when circumstances warrant; and
- (6) review the contents of all major college financial statements to governmental regulatory bodies.

Section 11

Committee on Public Affairs

The Committee on Public Affairs shall:

- (1) Make recommendations to the Board concerning policies and goals related to community relations, alumni relations, publicity, marketing and publications, and the college's role in activities related to advocacy and private fundraising;
- (2) recommend to the Board a public relations program to further the objectives of the college; and
- (3) conduct periodic reviews of the college's public affairs activities, advising the President and responsible staff as appropriate.

Section 12

Committee on Internal Affairs

The Committee on Internal Affairs shall be composed of the Chairperson, the Vice Chairperson and the President/Secretary. The Committee shall be responsible for:

- (1) new member orientation;
- (2) review of members' performance whose terms are expiring and who wish to be reappointed for an additional term; and
- (3) planning of the annual retreat and the establishment of draft annual objectives.

Prior to the expiration of the term of any member of the Board, the Internal Affairs Committee shall meet to evaluate the performance of the member. Subsequent to this evaluation, the

Committee shall transmit an advisory recommendation for reappointment to the Governor or the County Executive as appropriate. The Board may also recommend candidate(s) for vacancies on the Board to the County Executive or Governor as appropriate.

Section 13

Advisory Commissions

- (1) The Board of Trustees may appoint Advisory Commissions to assist the College in the determination of community needs and in the development and evaluation of curricula.
- (2) The Advisory Commission members shall serve at the pleasure of the Board.

Section 14

Nominating Committee

The Nominating Committee shall:

- (1) Be appointed by the Chairperson in September;
- (2) have a membership of three (3) Trustees, broadly representing the Board, for example, by class (one from each year). The majority of the Committee shall not be officers.
- (3) give a preliminary report to the Board in October; and
- (4) present formal nominations at the November organizational meeting.

ARTICLE VII - MEETINGS

Section 1

Regular Meetings

Regular meetings of the Board shall normally be held a minimum of 9 times per year, except during the month of August, at such times and places as the Board may determine by resolution.

Section 2

Annual (Organizational) Meetings

The Annual (organizational) meeting of the Board shall be held in November as required by Chapter 41, Section 10, Laws of 1962 as amended. The specific business before this meeting shall be the election of officers.

Section 3

Special Meetings

Special meetings shall be called by the Chairperson, either on his or her own initiative, or upon written request by four (4) members of the Board, at such time and place as the Chairperson may determine. The notice of any such meeting shall be in accordance with the law and specify that matter(s) to be considered at said meeting, and the business to be transacted shall be confined to those matters that have been specified in said notice.

Section 4

Notice of Meetings

Board members shall be notified in writing by the Secretary of the time and place of all meetings and the purpose(s) of special meetings at least seventy-two (72) hours in advance of the meeting. Public notice of all meetings shall be in accordance with the Open Public Meetings Law.

Section 5

Quorum

A majority of all members of the Board of Trustees shall constitute a quorum for the transaction of business. All matters properly arising before a meeting at which a quorum is present shall be decided by vote of a majority of those present, except that a majority of all the members of the Board shall be required for the election of a President, adoption of budgets and amendment of these By-Laws. As needed, members of the Board of Trustees may attend and vote at the scheduled monthly public meetings of the Board of Trustees or any other meeting by means of a conference telephone, video conferencing, internet or a similar communications mechanism that allows all persons participating in the meeting to hear each other simultaneously. Participation by such mechanism shall be equivalent to presence in person at the meeting.

Section 6

Agenda

- (1) Any member of the Board who desires that a given item shall be placed on the agenda shall so inform the Chairperson and/or the President not less than eight (8) days prior to the date on which the Board is scheduled to meet.
- (2) Not less than five (5) days prior to the date on which the Board is scheduled to meet, the President shall submit to the Chairperson a list of such items suggested for inclusion on the agenda, and all additional items which in his or her judgment should come before the Board.

The Chairperson, and Standing Committee Chairperson, in consultation with the President and with such other officers of the Board as the Chairperson deems appropriate shall determine the items to be placed on the agenda, and shall direct that the agenda be prepared accordingly.

- (3) In the event that a matter of some urgency arises too late to be placed on the agenda according to this procedure, the Chairperson, on his or her own initiative or on the request of the President or any other member of the Board, may add items to the agenda regardless of the date such items come to his or her attention. A copy shall be transmitted to all members as soon as it is determined to be an add-on.

- (4) Items not on the agenda may be introduced for action at any regular meeting of the Board by any member who is present with the approval of a majority of the members present at that meeting.
- (5) All resolutions must be presented both orally and in writing with each Board member receiving a copy of same.

Section 7

Order of Business

- (1) The standing items of business at regular meetings of the Board shall be:
 - (a) Roll call
 - (b) Flag Salute
 - (c) Public Notice of Meeting
 - (d) Public Comment
 - (e) Consideration and disposition of the Minutes
 - (f) President's Report
 - (g) BOT Chair Report
 - (h) Reports from Active Committees
 - (i) Announcement of time and place of next meeting
 - (j) Adjournment
- (2) The order of business at special meetings of the Board shall be:
 - (a) Roll call
 - (b) Explanation by presiding officer of the purpose(s) of the meeting
 - (c) Consideration and disposal of the item(s) included in the notice of the meeting
 - (d) Adjournment
- (3) Appearances before the Board
 - (a) The order of business of any regular meeting shall include an opportunity for the public to address the Board on any item of business which is included on the agenda. Anyone wishing to speak needs to register on the sign-in sheet before the meeting begins and is limited to three (3) minutes. The Presidents of the Collective Bargaining Units

(United Adjunct Faculty, Faculty Association, Professional Staff Federation, AFSCME and Federation of Administrative Professionals) may speak for six (6) minutes. There shall be no yielding of time by any individual signed up to speak.

- (b) Furthermore, any individual or group may petition the Board on any subject not on the agenda that lies within the Board's jurisdictional authority. 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 seven (7) days prior to a regular meeting of the Board. Executive Committee will review petition in agenda development.
- (c) The Chairperson reserves the right to fix such time limits on presentations as he or she deems appropriate to the occasion and may limit the number of spokespersons who appear before it in opposition to or in support of a given issue being considered by the Board. The Board, by majority vote, may extend such limits as it deems appropriate.
- (d) Except in emergencies, the Board shall not attempt to decide upon any question before examining and evaluating any information any person requests the Board to consider. The appropriate Board committee and/or the President of the College shall be given an opportunity to examine and to evaluate all such information and to recommend action before the board makes a decision.

Section 8

Parliamentary Rules

Robert's Rules of Order, Revised, shall be followed in conducting the meetings of the Board unless waived by the Board.

ARTICLE VIII - ADMINISTRATION

Section 1

The President of the College

- (1) The chief executive officer of Mercer County Community College shall be designated as President of the College. He or she shall be elected by the Board of Trustees as provided elsewhere in these By-Laws.
- (2) The President shall have full authority and responsibility for the operation of the College, under the policies and rules and regulations of and within the budgets approved by the Board. The Board shall at all times, except as may be otherwise provided in these By-Laws, exercise its control of the College through the President.
- (3) The President shall nominate all professional administrative and instructional personnel with review and appointment by the Board. The President shall appoint and be responsible for all other personnel.
- (4) The President shall have the initiative in shaping and maintaining the educational programs of the College, and shall recommend to the Board from time-to-time such changes in the programs and services of the College as he or she deems desirable to fulfill the stated purposes of the College.
- (5) The President shall recommend the items to be included in the current expense budget and the capital outlay budget.
- (6) The President shall make a written report to the full Board of Trustees at least once each year on the development and operation of the College, including in such report(s) his or her recommendations concerning both the immediate and the long-range development of the College.
- (7) The Board shall designate an administrative officer of the College other than the President who, in the event of the President's serious disability, death, resignation, dismissal, or prolonged absence from his or her post for any other reason, shall serve as Acting President until the Board has selected a temporary or permanent President.

Section 2

Other Administrative Officers

- (1) The Board shall appoint such other administrative officers as the President may recommend, and as may be deemed necessary for the effective and efficient administration of the College.
- (2) The duties, compensation, and term of office of all such administrative officers shall be determined by the Board upon recommendation by the President.

ARTICLE IX - INSTRUCTION

Section 1

Programs

- (1) The Board, upon the recommendation of the President and within the limits of the financial resources available to it, shall authorize the establishment of such programs of instruction and related services as may promote the achievement of the stated purposes of the College.
- (2) It shall be the responsibility of the President and such other members of the professional staff as he or she may designate to review and evaluate existing programs at frequent intervals, and to recommend such changes as may be deemed desirable. The Board may also designate programs it wishes to have reviewed and receive such results from the President.
- (3) The Board, upon recommendation of the President, shall order the termination of such programs and/or services as may be determined to be unessential to or ineffective in the attainment of the purposes of the College.

Section 2

Internal Governance

The professional staff, upon recommendation of the President and with the approval of the Board, has a three-part internal governance organization to ensure the efficient and harmonious achievement of the purposes of the College. The three-part governance organization is made up of the College Assembly, the College Governance Council, and the Faculty Council on Teaching and Learning.

Section 3

Personnel Policies

The Human Resource Committee may recommend to the Board such collective bargaining agreement terms and policies regarding remuneration, promotion, tenure, retirement, fringe benefits, and dismissal as may promote the acquisition and retention of persons of such character, philosophy and competence as will maximally enhance the achievement of the purposes of the College.

ARTICLE X - FISCAL MATTERS

Section 1

Expenditures of College Funds

The Board shall adopt such policies and procedures governing the commitment and disbursement of College funds and will ensure their use only for duly authorized purposes. All employees of the College having access to such funds shall be bonded.

Section 2

Depositories

All College funds shall be deposited when received to the credit of the College in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be subject to withdrawal only upon checks properly signed. The Finance and Facilities Committee may recommend the depositories to the Board.

Section 3

Checks

All checks or demands for money, and all notes of the College shall require the signature of such persons as the Board may from time-to-time designate.

Section 4

Internal Controls

The Board shall require the establishment of such internal auditing and bookkeeping controls as it considers necessary to ensure the expenditure of all College funds for the purposes intended by the Board.

Section 5

Fiscal Year

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

Section 6

Audit

The Board shall at least once in each fiscal year provide for independent audits of all accounts maintained at its direction, and shall submit such reports of same as the laws of the State of New Jersey may require or the Board of Chosen Freeholders of the County of Mercer may request. The results of such audits shall be available for inspection by any citizen of the County of Mercer.

ARTICLE XI - CHANGES IN BY-LAWS

Section 1

Exclusion

Nothing in these By-Laws shall violate or be construed to violate any law, statute, or ordinance of the State of New Jersey or of Mercer County. Should any provision contained herein be found to be in violation thereof, such provision is hereby declared to be excluded from these By-Laws without prejudice to the remainder.

Section 2

Amendments

These By-Laws may be amended by a majority vote of all the Trustees at any meeting of the Board duly convened, provided, however, that the proposed Amendments shall have been presented in writing at a previous regular meeting to the Board and that announcement of the proposed change shall have been made in the notice of the meeting at which it is to be acted upon.

Section 3

Deletions

A proposal to delete any portion of these By-Laws shall be construed as a proposal to amend, and shall be treated in the same manner as any other such proposal.

Section 4

Suspension

These By-Laws may be suspended for the duration of any meeting of the Board:

- (a) when a majority of the membership gives notice of this intent to the whole Board in advance of the next meeting; or
- (b) by the affirmative vote of at least seven (7) members, without advance notice.