



BOARD OF TRUSTEES

BYLAWS

As amended and restated by resolution of The Board of Trustees on May 7, 2019.



BERGEN COMMUNITY
COLLEGE

BOARD OF TRUSTEES
BYLAWS

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Bylaws of the Bergen Community College Board of Trustees

BYLAWS

SECTION I: ORGANIZATION

ARTICLE 1: NAME

The name of this organization shall be The Board of Trustees of Bergen Community College (hereinafter, "Board")

ARTICLE 2: PURPOSE AND OBJECTIVE

- A. The primary responsibility of the Board is to establish policy governing Bergen Community College (the "College"). The Board shall be responsible for the operation of the College but shall delegate to the President of the College responsibility for the administration of the College under the authority established by the Office of the Secretary of Higher Education.
- B. The Board shall do all things necessary and proper to advance the interests of the College and to enhance the process and atmosphere of education. This includes but not be limited to the powers of oversight, management, control and approval or disapproval of all things related to or affecting the College.

ARTICLE 3: DEFINITIONS

The following terms shall have the meanings set forth below unless stated otherwise within these Bylaws.

- A. Majority Vote: The affirmative vote of a majority of the Trustees present and voting.
- B. Regular Meeting: A Regular Meeting shall be a general meeting of the Board during which all business to come before it may be transacted.
- C. Executive Session: The Board may exclude the public from that portion of a meeting in which the Board will discuss any subject permitted to be discussed in closed session pursuant to the Open Public Meetings Act (N.J.S.A. 10:4-6 et. seq.).

- D. Special Meeting:** The purpose of a Special Meeting shall be limited to the specific agenda stated in the public notice. No matters, other than those specified in the public notice, may be considered at the Special Meeting. The purpose of a Special Meeting may not be the Annual Organizational Meeting.
- E. Annual Organizational Meeting:** The Annual Organizational Meeting shall be held in November in accordance with N.J.S.A. 18A:64A-10.
- F. Quorum:** A quorum of the Board shall consist of a majority of the members serving on the Board of Trustees having the statutory right to vote on College matters.

ARTICLE 4: MEMBERSHIP

In accordance with N.J.S.A. 18A:64A-8, the Board of Trustees shall consist of twelve (12) voting members as follows: the Executive County Superintendent of Schools, eight (8) members appointed by the County, two (2) members appointed by the Governor and one (1) alumni student representative elected by the student body. The President of the College shall serve as an ex officio non-voting member. Each newly appointed/reappointed Board member and each newly elected student representative Board Member shall take an oath of office prior to participating in Board matters.

- A.** The President shall serve on the Board of Trustees from the time of his/her swearing in until his/her termination as President of the College. No hold over of such Board position is permitted.
- B.** The alumni student representative shall serve on the Board of Trustees for a term of one (1) year commencing at the first meeting of the Board in July following graduation of his/her class. No holdover of his/her membership on the Board is permitted.
- C.** The Executive County Superintendent of Schools shall serve on the Board of Trustees from his/her swearing in until his/her termination as the Executive County Superintendent. No holdover of his/her membership on the Board is permitted.
- D.** In accordance with N.J.S.A. 18A:64A9, each Governor appointee and County appointee shall serve from his/her swearing-in and until his/her successor shall have been appointed and qualified.
- E.** Board members shall report to the Board any matter relating to the interests of the College of which they have acquired notice or knowledge.

ARTICLE 5: BOARD OFFICERS

- A.** The Board shall have four (4) Board Officers; a Chairperson, Vice Chairperson, Secretary, and Treasurer.
- B.** Board officers shall possess the rights and perform the duties prescribed by these bylaws; the parliamentary authority adopted by the Board; the rules and regulations promulgated by the Office of the Secretary of Higher Education; and State law.
- C.** At a Regular Meeting held the first Tuesday of October, or as soon thereafter as the Chairperson declares, a Nominating Committee composed of three (3) Board Members shall be elected by a Majority Vote. One such Nominating Committee Member shall be named Nominating Committee Chairperson by the Board Chairperson. It shall be the duty of the Committee to nominate candidates for each Board office so required by these bylaws and to present the slate at the Annual Organizational Meeting.
- D.** Board officers shall be elected by at least one-half (1/2) of those Board Members present at the Annual Organizational Meeting.
- E.** Board Officers shall serve for a term of one (1) year and until a successor is selected. Board Officer terms shall commence immediately upon election.
- F.** Board Officers may serve for an unlimited number of terms.
- G.** No Board Officer shall hold more than one (1) Board Office at a time.

ARTICLE 6: BOARD OFFICERS DUTIES

- A.** The Chairperson and the Vice Chairperson are empowered to sign all instruments requiring the signature of an authorized representative of the Board.
- B.** The Chairperson may delegate any such powers and duties he/she has to the Vice Chairperson, or other such Board Members. The Chairperson and Vice Chairperson shall be ex-officio members of all committees except the Nominating Committee.
- C.** The Vice Chairperson shall exercise all powers and duties delegated to him/her by the Chairperson. The Vice Chairperson shall act for and on behalf of the Chairperson in his/her absence.
- D.** The Secretary shall provide notice of all Board Meetings. The Secretary shall have charge of the seal of the College and shall affix such seal to documents requiring same. With the advice and consent of the Board, the Secretary shall oversee and file all reports and statements required by law and the Office of the Secretary of Higher Education. The Board Secretary may delegate these functions, as appropriate, to the Executive Assistant to the Board of Trustees.

- E. The Treasurer shall cause to be deposited on behalf of the College all funds and securities of the College. Such deposits shall be made in such bank or banks as the Board designates. The Treasurer shall cause to be kept a full and accurate ledger of all receipts and disbursements and shall present an accounting of the financial condition of the College to the Board at its Regular Meetings.

ARTICLE 7: BOARD COMMITTEES

- A. Board Committees shall be composed of Board Members, nominated by the Chairperson and elected by a Majority Vote of the Board, unless otherwise provided for in these bylaws, after election of officers at the Annual Organizational Meeting. Committee Chairpersons shall be designated by the Board Chairperson from the members of each committee. A Committee report shall be prepared and presented at every Regular Meeting.
- B. There shall be a committee entitled Audit, Finance and Legal Affairs. This Committee shall monitor the fiscal activities and financial management of the College, and review legal issues impacting on all matters relevant to the College.
- C. There shall be a committee entitled Education and Student Affairs. This Committee shall review and monitor proposed curricula and other educational endeavors, including but not limited to grant applications. The Committee shall also oversee the non-academic areas of student life, including services and activities that provide support for a diverse student population.
- D. There shall be a committee entitled Strategic Planning and Issues. This Committee shall oversee the development and implementation of strategic long-range plans for the College, foster cooperative relationships with the community, and monitor and serve in an advocacy role for legislation concerning community colleges.
- E. There shall be a committee entitled Personnel. This Committee shall be apprised of personnel matters by the President of the College. The Committee shall review all personnel recommendations, as well as official College policies, guidelines and programs concerning or affecting affirmative action.
- F. There shall be a committee entitled Site and Facilities. This Committee shall oversee all construction projects and the maintenance and management of the College's physical plant and sites.

- G.** Advisory Committees may be established after the Annual Organizational Meeting for each program area as defined in the College catalogue. These committees shall be composed of industry experts appointed by the Chairperson after consultation with the College President, and with the advice and consent of the Board. Each Committee shall have a Chairperson, designated by the Board Chairperson. Members of the Committees shall serve without compensation. It shall be the duty of Advisory Committees to assist in the development and evaluation of each program area.
- H.** There shall be a committee entitled Foundation, Grants and Endowments. The Committee shall interface with the Bergen Community College Foundation.
- I.** Such other committees, standing or special, shall be appointed as the Board may from time-to-time deem necessary and proper to carry on the work of the Board. The Board Chairperson shall designate a chairperson for each such committee.

ARTICLE 8: BOARD MEETINGS

- A.** All meetings of the Board shall be held pursuant to the requirements of the New Jersey Open Public Meetings Act., N.J.S.A. 10:4-6 et seq.
- B.** Regular Meetings of the Board shall be held each calendar month according to the published annual schedule of meeting dates. In no event shall a calendar month pass without a Regular Meeting unless so agreed by a Majority Vote of the Board at the Annual Reorganization meeting.
- C.** Special meetings may be called at any time by the Chairperson; the Vice Chairperson, acting in the Chairperson's absence; or by the written request of four (4) Board Members. A minimum of a forty-eight (48) hours prior notice of a Special Meeting shall be issued in accordance with the Open Public Meetings Act and communicated to each Board Member by the Secretary.
- D.** The Secretary shall prepare and deliver to all Board Members (or cause to be prepared and delivered) an agenda for each Regular Meeting five (5) days in advance of the Board meeting.
- E.** (1) A Majority Vote shall be required for the passage of any motion, except where otherwise provided by law or these Bylaws.
(2) Consistent with applicable law, the Board may delegate any but not all of its powers to: Board Officers by a Majority Vote or to others by a two-thirds (2/3) vote of Board Members having the statutory right to vote.
- F.** All Board Meetings shall require a quorum present to conduct a vote on behalf of the Board. In the absence of a quorum, a smaller number may call the roll, record the names of absentees, and adjourn to meet at a specified future time.
- G.** No Board Member shall be permitted to vote on any matter in which that member has a direct, indirect, personal or financial interest. Said member shall abstain from such vote, stating for the record the reasons for such abstention.

H. No Board Member may delegate his or her right to vote.

I. At all Board meetings, the Chairperson shall preside; in the absence of the Chairperson, the Vice Chairperson shall preside; in the absence of the Vice Chairperson, the immediate past Chairperson, then the Secretary; and in the absence of the Secretary, then the Treasurer.

ARTICLE 9: PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order-Newly Revised shall procedurally govern all Board meetings, to the extent that they are not inconsistent with these bylaws, any adopted special rules or orders of the Board, rules and regulations of the Office of the Secretary of Higher Education, or state statute.

ARTICLE 10: SEPARABILITY

Should any Article, Section, sentence or word contained in these Bylaws be struck down, unconstitutional or unlawful for any reason the remaining provisions of these Bylaws shall remain in full force and effect.

ARTICLE 11: AMENDMENT OF BYLAWS

These bylaws may be amended at any Regular Meeting by a majority of the full membership serving on the Board, provided that the amendment to said bylaws has been submitted in Writing to each member of the Board ten (10) days prior to voting on same.

Amended - November 12, 1980
Amended - June 9, 1982
Amended - January 12, 1983
Amended - March 8, 1983
Amended - June 14, 1983
Amended - February 8, 1984
Amended - August 7, 1985

Amended - May 7, 1986
Revised - March 6, 1991
Amended - November 2, 1994
Amended - May 6, 1998
Amended – May 7, 2019