

# **ROWAN UNIVERSITY/RUTGERS-CAMDEN BOARD OF GOVERNORS**

## **Bylaws of the Rowan University/Rutgers-Camden Board of Governors Adopted April 7, 2014**

### **I. PREAMBLE**

#### **A. General**

On June 29, 2012 the Legislature adopted Assembly Bill No. 3102, known as the “New Jersey Medical and Health Sciences Education Restructuring Act” which became P.L. 2012, c. 45 on August 22, 2012 upon execution by the Governor of New Jersey (hereinafter, the “Restructuring Act”). Under Section 33 of the Restructuring Act, a Rowan University/Rutgers-Camden Board of Governors was established. These bylaws govern the actions and meetings of this Rowan University/Rutgers-Camden Board of Governors (hereinafter the “Board”).

Members of the Board (hereinafter, the “Members”) are covered by the “special state officer or employee” provisions of the New Jersey Conflicts of Interest Law (N.J.S.A. 52:13D-12 et seq.) and by the Conflicts of Interest Policy adopted by the Board. Members are covered by the Indemnification Policy adopted by the Board.

#### **B. Functions of the Board**

The Board has powers as set forth in the Restructuring Act. The Board is authorized to approve or disapprove of the establishment or expansion of any schools, programs or departments in the area of the health sciences proposed by either the board of trustees of Rowan University or the board of directors of Rutgers University-Camden. The Board can plan the operational and governance structure of health science facilities in addition to financing and developing them in Camden. The Board has the authority to enter into contracts and agreements, exercise the right of eminent domain, hire necessary staff, enter into public private partnerships, accept grants or contributions of money or property which the Board may use for its purposes or to acquire, own, lease, dispose of, use and operate property.

### C. Composition of the Board

1. The Board shall be composed of seven Members as follows:

- (a) two members appointed by the board of trustees of Rowan University from among its members;
- (b) two members appointed by the board of directors of Rutgers University-Camden from among its members; and
- (c) three members appointed by the Governor with the advice and consent of the Senate.

2. The Board shall elect a chairperson and vice chairperson from among its membership. The term of office of a Member of the Board appointed by the board of trustees of Rowan University or the board of directors of Rutgers University-Camden shall be coterminous with his term on that respective body. The term of office of the Governor's appointees shall be six years. An appointed Member may be removed for cause by the respective body that appointed the Member, or by the Governor in the case of his appointees. Each Member shall serve until his successor is appointed and qualified, and vacancies shall be filled in the same manner as the original appointments for the remainder of the unexpired term.

3. Members shall serve without compensation but shall be entitled to be reimbursed for all reasonable and necessary expense.

4. Any Member may resign at any time by submitting a written notice to the Board Chair or the Board Secretary. Such resignation shall take effect at the time specified therein.

### D. Open Public Meetings Act

Meetings of the Board, and of its committees (if any), shall be in conformance with the Open Public Meetings Act, P.L. 1975, Chapter 231, (N.J.S.A. 10:4-6 et seq.) and any amendments thereto.

## **II. MEETINGS OF THE BOARD**

### **A. General**

1. The Board shall meet and organize annually at a regular meeting, for the election (with a majority of the votes cast by voting Members), by and from its voting Members, of a chair (the “Chair”) and a vice-chair (the “Vice-Chair”) and for the consideration of such other business as may come before the Board. The Chair and the Vice-Chair positions shall be for a term of two years. Chair and Vice-Chair positions may be held by the same person more than once with the limitation that no Chair or Vice-Chair shall serve more than two consecutive terms.
2. In addition to the annual organizational meeting, at least nine other regular meetings shall be held during the year, at such hours as the Members may determine at a place in the City of Camden or at a location as determined by the Board. Each Member has a duty to attend regular and special meetings of the Board and his or her assigned committee meetings, if any.
3. Unless otherwise required by law, a majority of voting membership of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board; provided, however, that if less than a quorum of the members are present at said meeting a majority of the Members present may adjourn the meeting without further notice.
4. Special meetings of the Board shall be called by the Chair if requested by three or more voting Members in writing and upon receipt of notice from them stating the purpose of the meeting. Notice of the special meeting must be sent to all Members of the Board and the Board Secretary in accordance with the terms of Section II.B herein.
5. It is the policy of the Board that all Members attend all meetings of the Board and all committee meetings in person whenever possible. When such attendance in person is not possible, the Chair of the Board or the Chair of a Board committee may permit participation by a Member via telephone conference call or videoconferencing.
6. Any action by the Board shall be decided by a majority of the voting Members of the Board present at the meeting.

### **B. Notice and Agenda of Open Meetings of the Board**

1. Notice of meetings shall be given in accordance with the Open Public Meetings Act.

2. The agenda of each regular meeting of the Board or (special meeting called by the Chair) shall be prepared by the executive staff and be prepared in consultation with the Chair. The agenda of any special meeting of the Board called by the Chair in accordance with Section II.A.4 herein shall be prepared by the Chair or a Board designee. At the meeting, the Chair in his or her judgment may remove agenda items, or in accordance with the Open Public Meetings Act or the Restructuring Act, may add agenda items.

3. The agenda shall be made available on the website and at the office of Board Secretary at least five days before each meeting unless a shorter period is otherwise authorized under the Open Public Meetings Act. Memoranda or other materials pertinent to the agenda similarly shall be made available when distribution is consistent with the Open Public Meetings Act and the Open Public Records Act.

#### C. Conduct of Meetings

##### 1. Open Meetings

(a) The Board shall conduct open meetings in accordance with the Open Public Meetings Act.

(b) There will be two opportunities for the public to speak. The first will be prior to consideration of agenda action items and will be restricted to comments on the action items. The second opportunity will be for comment on non-agenda items. Public comments on both agenda and non-agenda items will be subject to five-minute time limit. However, the Chair may waive these time limits at his or her discretion.

##### 2. Closed Session

(a) Executive Session shall be held under circumstances and conditions, which meet the requirements of the Open Public Meetings Act and any amendments thereto.

### **III. OFFICERS OF THE BOARD AND THEIR DUTIES**

A. The officers of the Board shall be Chair, a Vice Chair, Treasurer and a Secretary. The Chair and Vice Chair shall be voting Members.

B. The Chair shall preside over meetings of the Board. The Chair shall perform all duties commonly incident to the office and the Board. The Chair shall sign all reports or other documents required to be filed by law. The Chair shall also report to the Board on all matters that relate to the interests of the Board and require attention of the Board.

C. The Vice Chair shall act as Chair in the absence of the Chair.

D. The Secretary position shall be held by a professional staff member of the Board. The Secretary shall attend all meetings of the Board, act as its clerk and record all votes and the minutes of all proceedings, which shall be kept for archival purposes; shall perform like duties for the committees of the Board; shall give notice of all meetings of the Board and of its committees; and shall perform such other duties as may be prescribed by the Board or the Chair.

E. The Treasurer position shall be held by a professional staff member of the Board. The Treasurer shall render to the Board regular reports of the financial condition of the Board's finances and shall perform such other duties for the Board as may be prescribed by the Board or the Chair.

#### **IV. COMMITTEES OF THE BOARD**

A. The Chair may create standing and ad hoc committees as he or she deems appropriate to discharge responsibilities of the Board. Each committee shall have a written statement of purpose and primary responsibilities approved by the Board. Chair shall serve as *Ex Officio* member of all standing and ad hoc committees.

B. Each committee shall have 3 Members. Each committee shall have a chair and two members. Each committee shall have a designated administrative staff member to assist the committee with its work.

#### **V. FISCAL YEAR**

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

#### **VI. WEBSITE**

The Board Secretary shall maintain an Internet website for the Board. The purpose of the website shall be to provide increased public access to Board's operations and activities. The website shall be updated on a regular basis by the Board Secretary. The following information shall be posted on the Board's website:

- a. these bylaws and any additional rules, laws, regulations, resolutions, and official policy statements, if any;
- b. notice, posted at least five business days prior to a meeting of the Board or any of its committees, setting forth the time, date, location, and agenda of the meeting; and
- c. the minutes of each meeting of the Board.

## **VII. BYLAWS AMENDMENTS**

These bylaws may be altered, amended or repealed by a majority of the voting Members of the Board at any regular, annual or special meeting. These bylaws, and any amendments hereto are subject to the Restructuring Act.

## **VIII. BYLAWS APPROVAL**

These bylaws must be approved by a majority of the voting Members of the Board. Initially adopted on April 7, 2014.