



**BYLAWS OF THE BOARD OF GOVERNORS
OF THE CORPORATION
Amended April 7, 2020**

PREAMBLE

A. General

Rutgers, The State University, is a body incorporated under the name of "The Trustees of Queen's College in New Jersey," by Royal Charter dated November 10, 1766 (amended March 20, 1770) confirmed and amended by Acts of the Legislature of the State of New Jersey adopted June 5, 1781, and May 31, 1799, respectively, and having perpetual succession and existence, its name having been changed to Rutgers, The State University, by act of the Legislature in 1956. Hereinafter the corporation of Rutgers, The State University, shall be known as Rutgers, The State University.

Members of the Board of Governors 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 University Conflicts of Interest Policy for Members of the Boards of Governors and Trustees, Camden Board of Directors and University Officers, as adopted by the Board of Governors and Board of Trustees. Members of the Board of Governors are covered by the indemnification provisions of the Rutgers, The State University Law enacted in 1956 (N.J.S.A. 18A:65-1 et seq.), which is also known as the "Rutgers Act of 1956," and the University Indemnification Policy.

B. Functions of the Board

The Board of Governors has general supervision over and is vested generally with the government, control, conduct, management and administration of Rutgers, The State University. To this end, it appoints a President, Secretary and Associate Secretary, and Treasurer of the Board, and a Secretary, Associate Secretary, Treasurer, and Associate Treasurer of the University Corporation. Upon the recommendation of the President and in accordance with Section IV.B.4, the Board of Governors will act on the appointments of University Officers as defined in Section III.A of these Bylaws. Moreover, the Board of Governors delegates to the President and his or her administration the responsibility to manage and administer its policies regarding, among other matters, the organization, administration, and development of the University. It also delegates certain powers to the University Senate and the faculties under existing regulations.

C. Open Public Meetings Act

Meetings of the Board of Governors 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.

I. MEETINGS OF THE BOARD

A. General

1. An annual meeting for the election and appointment of officers of the Board and for the consideration of such other business as may come before the Board shall be held in June on such date as the Board shall designate.
2. At least five regular meetings shall be held, at such hours as the Board of Governors may determine, on any campus of Rutgers University or at such other place in New Jersey as the Board shall designate, unless extenuating or emergent circumstances prohibit the ability to hold a public meeting within the fiscal year. Each Governor has a duty to attend regular and special meetings of the Board and his or her assigned committee meetings.
3. Special meetings of the Board may be called at the discretion of the Chair. Special meetings shall also be called by the Chair at the request of three voting members and upon receipt of notice from them stating the purpose of the meeting.
4. It is the policy of the Board that all Governors 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 Governor via telephone conference call or videoconferencing. All such requests should be made to the Secretary of the University, who shall in turn consult with the Chair of the Board of Governors for Board of Governors meetings, or the Chair of the Committee for committee meetings, at least two days in advance of the meeting. It is the policy of the Board that the use of such communications equipment should be requested and permitted only sparingly.

B. Notice and Agenda of Open Meetings

1. Notice of meetings shall be given in accordance with the Open Public Meetings Act.
2. The agenda of each meeting shall be prepared by the President of the University in consultation with the Chair and transmitted to each Governor at least five days before the meeting. At the meeting, the Board in its judgment may remove agenda items, or in accordance with the Open Public Meetings Act, may add agenda items.
3. The agenda shall be made available at the Office of the Secretary of the University a reasonable time before each meeting. Memoranda or other materials pertinent to the agenda similarly shall be made available when distribution is consistent with public policy, University Regulations, precedent, and the Open Public Meetings Act.
4. Any organization, group, or individual from within or without the University may

request that an item of business be placed on the agenda.

(a) The request shall be filed in writing with the Secretary of the University who, after consultation with the Chair and the President, shall respond promptly to the petitioner. The request shall (i) define the issue, and (ii) demonstrate that the issue has been explored fully and sequentially with the Dean, or Director of the University division concerned, the appropriate Chancellor, the Senior Vice President for Academic Affairs, the Executive Vice President for Finance and Administration and University Treasurer or the Executive Vice President for Strategic Planning and Operations and Chief Operating Officer, and, finally, the President, and specify the results at each level of consideration. The Chair of the Board shall have the discretion to recognize individuals and groups, when the Chair deems appropriate, who have not made a request to the Secretary of the University in accordance with the procedures set forth in this paragraph.

(b) When the request involves an administrative decision not normally reviewable by the Board, the request also shall show affirmatively that a substantial injustice has been or may be suffered or that there has been a substantial failure of due process in the consideration of the issue presented to the Administration. (The sole fact that the petitioner's request has been rejected by the Administration is not sufficient reason for the Board to review it.)

C. Conduct of Meetings

1. Open Meetings

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

(b) Where action is the subject of concern or dispute, the Chair or the President shall explain the basis of such action.

(c) Any organization, group, or individual from within or without the University may be recognized to be heard only on agenda action items approved in accordance with Section I.B above and that will be voted on by the Board of Governors at that meeting. Motions to go into closed session, to go into recess, and to adjourn shall not be considered agenda action items on which an individual may speak. If an individual requests to speak on an action agenda item scheduled to be on the Board's consent agenda, said action agenda item will be moved from the consent agenda. Requests to be heard shall have been registered with the Secretary of the University at least 24 hours before the meeting at which the Board will take action on the agenda item. Presentations shall be subject to reasonable time limits, which shall generally be two minutes per presentation.

2. Closed Meetings

(a) Closed meetings shall be held only under circumstances and conditions in said Act.

II. OFFICERS OF THE BOARD AND THEIR DUTIES

- A. The officers of the Board shall be a Chair, a Vice Chair, a Secretary, an Associate Secretary, and a Treasurer. The Chair and Vice Chair shall be voting Governors.
- B. The Chair shall preside over meetings of the Board and shall be a voting member of all committees. The Chair shall serve for no more than three successive one-year terms.
- C. The Vice Chair shall act as Chair in the absence of the Chair.
- D. The Secretary of the University shall attend all meetings of the Board, act as its clerk and record all votes and the minutes of all proceedings to 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. In the absence of the Secretary, the Associate Secretary shall perform such duties. For administrative purposes, the Secretary of the University will report to the President, and the Associate Secretary of the University will report to the Secretary of the University.
- E. The Treasurer of the Board shall be the chief fiscal officer of the Board. The Treasurer shall render to the Board regular reports of the financial condition of the University and shall perform such other duties for the Board as may be prescribed by the Board or the Chair.
- F. For any reason that the Board may deem sufficient, it may delegate the powers and duties of any officer of the Board to any other officer of the Board, or to any Governor, for the time being.

III. OFFICERS OF RUTGERS, THE STATE UNIVERSITY AND THEIR DUTIES

- A. The Officers of the University shall be a President; a Senior Vice President for Academic Affairs; an Executive Vice President for Finance and Administration and University Treasurer (who serves as the University's Chief Financial Officer); an Executive Vice President for Strategic Planning and Operations and Chief Operating Officer; a Chancellor, Rutgers University–New Brunswick; a Chancellor, Rutgers Biomedical and Health Sciences and Executive Vice President for Health Affairs; a Chancellor, Rutgers University–Newark; a Chancellor, Rutgers University–Camden; a Secretary of the University; a Senior Vice President for External Affairs; a President of the Rutgers University Foundation and Executive Vice President for Development and Alumni Relations; a Senior Vice President for Research and Economic Development; a Senior Vice President and General Counsel; and such other officers as the President, in consultation with the Board, may determine.
- B. The President shall have such duties as are or may be prescribed by law, University

Policies and Regulations, and the Board.

C. The President, the Senior Vice President for Academic Affairs, the Executive Vice President for Finance and Administration and University Treasurer, and the Executive Vice President for Strategic Planning and Operations and Chief Operating Officer or their designees, shall execute contracts on behalf of Rutgers, The State University of New Jersey. The Chancellor, Rutgers University–New Brunswick, the Chancellor, Rutgers Biomedical and Health Sciences and Executive Vice President for Health Affairs, the Chancellor, Rutgers University–Newark, the Chancellor, Rutgers University–Camden, or their designees, shall execute contracts on behalf of their respective campuses. All such persons shall be custodians of the deeds, securities and other documents, and monies of Rutgers, The State University. The Executive Vice President for Finance and Administration and University Treasurer, or his or her designees, shall make disbursements from the funds which are under the control and management of the Board by check or by an alternative form of electronic payment. Checks shall be signed personally or by facsimile by the Executive Vice President for Finance and Administration and University Treasurer, an Associate Treasurer, or by an Assistant Treasurer. Non-aggregated discretionary payments valued at \$1 million or greater shall be approved at the invoice level by the Executive Vice President for Finance and Administration and University Treasurer and, in addition, by any one (1) of the following University Officers: the Chair of the Board of Governors, President, Senior Vice President for Academic Affairs, Executive Vice President for Strategic Planning and Operations and Chief Operating Officer, or Secretary of the University.

D. Senior Vice President and General Counsel. The Senior Vice President and General Counsel shall have the duty to manage and supervise all legal affairs for the University, shall serve as the general legal officer of the Board of Governors and the University, and shall serve as legal adviser to the Board of Governors, to the President, and to other administrative officers of the University. The Senior Vice President and General Counsel shall, in general, give advice on specific matters and represent the University and the Board of Governors in all legal proceedings, and has the responsibility and authority to designate outside counsel to fulfill these functions as needed.

E. Other officers of the University shall have such duties as may be prescribed by law or by the Board or the President in conformance with law and University Policies and Regulations.

F. For any reason that the Board may deem sufficient, it may delegate the powers and duties of any officer of the University to any other person, including another officer of the University and any Governor, for the time being.

IV. COMMITTEES OF THE BOARD

A. General

1. Membership. Except as otherwise provided, (a) committees shall consist of such numbers of voting Governors, voting Trustees, and representatives of the University Senate

elected to either Board as the Board of Governors shall determine; (b) the Chair of each Board shall name the candidates from his or her respective board, and the Chair of the Board of Governors shall then appoint the membership from these candidates; and (c) the Chair of the Board of Governors shall designate each committee chair, except as noted in Section IV.D.2. In the event of a breach of confidentiality, a Member may be removed from governing board committees and the governing boards.

2. Open Meetings. When a committee has been delegated power to act in the name of the Board, action shall be taken only at a meeting open to the public of which notice has been given in conformance with the said Open Public Meetings Act.

B. Standing Committees. The standing committees shall be:

1. Committee on Audit. This committee, which shall meet a minimum of five times per year, or as requested by the Chair, shall advise the Board concerning all appropriate audit and accounting matters. Members of the committee shall meet alone at least once with the University's independent auditors to receive their report on their findings at the conclusion of the annual audit of the University. The Committee on Audit shall recommend to the Board of Governors, with input from the University's financial management, the appointment of the University's Chief Audit Executive of the University's Internal Audit Department as well as the appointment of the external audit firm. The Chief Audit Executive shall report to the Committee on Audit functionally, and to the Senior Vice President and Chief Enterprise Risk Management, Ethics, and Compliance Officer administratively, and will have direct access to the President and Board of Governors, when necessary. The committee shall be furnished by the Executive Vice President for Finance and Administration and University Treasurer with reports on any significant fiscal matters. It shall be kept informed by the officers of the corporation of any irregularities or need for changes in fiscal procedures which may become known to them. The Executive Vice President for Finance and Administration and University Treasurer shall report to the committee all recommendations of the independent auditors and shall state with reasons agreement or disagreement with such recommendations. The Senior Vice President and Chief Enterprise Risk Management, Ethics, Audit and Compliance Officer shall furnish the committee with internal compliance reports, including the content and status of hotline complaints. The University's Chief Audit Executive of the University's Internal Audit Department shall furnish the committee with the annual internal audit workplan, internal audit reports and the corresponding responses from management.

2. Committee on Finance and Facilities. This committee shall be kept informed on, consider proposals for, and make recommendations to the Board with respect to the fiscal affairs and facility needs of the University. Unless the Board determines otherwise, every proposal for significant expenditure of funds beyond ordinary operations shall be submitted to the committee for review before consideration by the Board. The committee shall have oversight of the University's: (a) capital planning and capital financing activities; (b) debt management and derivative policies; (c) need for public and private funds; (d) annual operating budgets; (e) development activities; (f) facility needs with respect to the real estate, buildings, grounds

and equipment owned, possessed, occupied or utilized by the University; (g) other matters related to the preservation and maintenance of physical plant assets; and (h) policy for the naming of University divisions, campuses, and other facilities and shall recommend specific names therefore.

The committee may recommend to the Board, subject to the consent of the Board of Trustees with respect to buildings, grounds, and other property of which the Board of Trustees has control pursuant to Rutgers, The State University Law enacted in 1956 (N.J.S.A. 18A:65-1 et seq.), the acquisition, sale or other disposition or use of real estate or buildings by purchase, exchange, sale or lease, and the alteration, improvement, erection or construction of buildings or equipment.

3. Committee on Academic and Student Affairs. This committee shall conduct a continuing study of the University's organizational and educational effectiveness and shall advise the Board on immediate action and long-term plans to determine and advance the instructional, research, and public service missions of the University. It shall: (a) have general oversight of the educational programs of the University; (b) consider tenure appointments and promotions of academic personnel and make recommendations to the Board with respect thereto; (c) review and make recommendations to the Board of Governors of persons who are of acknowledged distinction or high professional attainment to receive honorary degrees or serve as Commencement Speaker; (d) anticipate contingencies that might hamper performance of the University's missions and inform the Board of them; and (e) review programs and services in student affairs and other areas of the University that support the quality of student life and that contribute to ensuring a positive multicultural environment.

Student complaints, grievances, and petitions are addressed by the University through established institutional policies and are not within the scope of duties for which this committee is responsible.

4. Governors Executive Committee. This committee shall conduct a continuing study of the compensation of the President, and shall review the performance of and determine the salary of the President. This committee shall also review the President's recommendations on the appointments of University Officers as defined in Section III.A. of the Bylaws, and shall present in the form of a resolution the initial appointment of an individual to a position as a University Officer for approval by the full Board of Governors. The President shall review with the committee the performance measures and targets and his assessments of the performance of the University Officers, Vice Presidents, Chancellors, and other senior executive officers and his recommendations on their compensation (including the amounts, types, and components of any compensation plan). This committee shall nominate members of the Board of Governors or Board of Trustees for appointment by the Board of Governors to the Rutgers–Camden campus board of directors as more fully described in Section V. of these Bylaws. This committee shall receive regular and comprehensive updates on state and federal legislative matters and shall review and endorse new or revised University Policies for action by the Board. This committee shall also be responsible for all matters related to Board governance, including amendments to

the Bylaws as well as presenting at the annual meeting a slate of candidates for officers of the Board and of the corporation to be elected or appointed for the following fiscal year. The Chair of the Board, or any other committee member, shall not vote in cases where his or her name has been placed in nomination.

5. Committee on Intercollegiate Athletics. This committee shall act in an advisory capacity to the President and the Board of Governors on matters related to intercollegiate athletics at Rutgers University–New Brunswick, Rutgers University–Newark and Rutgers University–Camden. The committee shall exercise oversight and broad policy formulation on all aspects of intercollegiate athletics including academic integrity; the overall development of student athletes; compliance with University, NCAA, and governmental regulations; and gender equity, financial, facilities, fundraising, and public relations matters. This committee shall also evaluate the overall goals and objectives of the athletics programs and recommend ways in which Athletics can continue to serve the overall mission and goals of the University.

6. Committee on Health Affairs. This committee shall review and report to the Board of Governors on matters concerning the health care services provided by all schools and programs at the University, including but not limited to: Cancer Institute of New Jersey, School of Nursing in Newark and New Brunswick, School of Nursing–Camden, New Jersey Medical School, Rutgers School of Dental Medicine, Robert Wood Johnson Medical School, School of Health Related Professions, School of Pharmacy, School of Public Health, University Behavioral Health Care, and Rutgers Health. For all schools and programs, this committee shall review and recommend for Board action such matters as may be appropriate and as are identified in the Board’s Charge to the Committee on Health Affairs.

C. Ad Hoc Committees. Ad hoc committees may be created by the Chair with the approval of the Board.

D. Joint Committees.

1. Joint committees may be created by the Board of Governors and the Board of Trustees.

2. Committee on Investments. This committee, which shall meet at least quarterly, shall consist of four Governors and four Trustees of whom one shall be designated as chair by the Chair of the Board of Trustees. It shall oversee the investment of funds and monetary assets under the control and management of the respective Boards and advise each on the policy and procedure with respect thereto, including retention of investment advisers and oversight of the adviser’s function in accordance with the University’s Investment Policy.

V. APPOINTMENTS TO RUTGERS–CAMDEN CAMPUS BOARD OF DIRECTORS

1. Pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, P. L. 2012, Chapter 45, Section 26, Item (b), (N.J.S.A. 18A:65-14.6), the Board of Governors shall appoint three members to the Rutgers University–Camden campus board of directors.

These appointments shall be made from among the members of the Board of Governors and Board of Trustees, as determined by the Board of Governors. Directors shall be appointed to the Camden campus board of directors from among those Governors or Trustees nominated by the Governors Executive Committee, which shall nominate sufficient Governors or Trustees to fill three positions, including vacant positions as may arise. The term of office of a member appointed by the Board of Governors shall be coterminous with the member's term on the Board of Governors or Board of Trustees, as the case may be. Governors or Trustees appointed to serve on the Camden campus board of directors shall serve the interests of the University and promote the development of the Camden campus consistent with the powers and limitations prescribed by law and as set forth in University policy, including applicable conflict of interest, and ethics requirements. Vacancies on the Camden campus board of directors shall be filled in the same manner as the original appointments. Governors or Trustees serving on the Camden campus board of directors shall report to the Board of Governors concerning the operations and programs of Rutgers University–Camden in such manner and frequency, but not less than twice per fiscal year, as the Board of Governors shall determine.

VI. FISCAL YEAR

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

VII. BYLAWS AMENDMENTS

These Bylaws may be altered, amended or repealed by majority vote of the Board at any regular, annual, or special meeting provided that five days' notice of the proposal shall have been given.

Adopted November 12, 1956. Amended: July 6, 1960; July 10, 1961; July 9, 1962; November 19, 1971; June 11, 1976; July 14, 1978; December 8, 1978; September 14, 1979; June 12, 1981; September 11, 1981; November 12, 1982; December 8, 1989; June 12, 1990; July 12, 1991; October 11, 1991; April 10, 1992; October 14, 1994; October 9, 1998; April 12, 2002; November 8, 2002; February 13, 2004; July 14, 2006; June 12, 2008; December 12, 2008; February 26, 2009; June 25, 2009; June 22, 2010; December 14, 2012; July 11, 2013; October 2, 2013; June 19, 2014; July 16, 2014; July 16, 2015; February 3, 2016; February 8, 2017; June 19, 2019; April 7, 2020.