



**BYLAWS OF THE BOARD OF DIRECTORS  
OF THE RUTGERS UNIVERSITY CAMDEN CAMPUS  
Adopted February 21, 2014**

**I. PREAMBLE**

A. General

Rutgers, The State University, was 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). The Charter was confirmed and amended by Acts of the Legislature of the State of New Jersey (“Legislature”) on June 5, 1781, and May 31, 1799. In 1956, the corporate entity known as The Trustees of Queens College in New Jersey was renamed “Rutgers, The State University”. Hereinafter the corporation of Rutgers, The State University, shall be referred to as “Rutgers” or “University.”

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”). The Rutgers Board of Governors and the Rutgers Board of Trustees conditionally accepted the Restructuring Act on November 19, 2012. Thereafter, such conditions were satisfied and pursuant to its terms, the Restructuring Act became effective on July 1, 2013. Among other things, the Restructuring Act established the campus board of directors of the Rutgers Camden campus (hereinafter, the “Camden Campus”). These bylaws govern the actions and meetings of this Camden Campus Board of Directors (hereinafter the “Board” or “Board of Directors”).

Members of the Board of Directors (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 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 Rutgers Boards of Governors and Trustees. Members are covered by the indemnification provisions of the University Indemnification Policy.

B. Functions of the Board

The Board of Directors will have powers as set forth in the Restructuring Act, subject to the policies, procedures, and guidelines of the University. In executing its functions, the Board of Directors, and each of its Members, will do so with the assistance of, and regular liaison with, the central administration of the University, including but not limited to, as appropriate, relevant Vice Presidents of the University and the Audit Committee of the Board of Governors.

C. Composition of the Board

1. The Board shall be composed of 10 Members as follows:

(a) The chancellor of the Rutgers University Camden Campus (hereinafter, the “Chancellor”), who shall serve as an ex-officio, nonvoting member;

(b) Three Members appointed by the Rutgers Board of Governors;

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. Members shall be appointed to the 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 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 Board of Directors shall be filled in the same manner as the original appointments for the remainder of the unexpired term.

(c) Two Members appointed by the Rutgers Board of Trustees from among its non-public members;

These appointments shall be made from among the members of the Board of Trustees, as determined by the Board of Trustees. Members shall be appointed to the Board of Directors from among those Trustees nominated by the Trustees’ Nominating Committee, which shall nominate sufficient Trustees to fill two positions, including vacant positions as may arise. The term of office of a Member appointed by the Board of Trustees shall be coterminous with the Member’s term on the Board of Trustees. Trustees appointed to serve on the 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 Board of Directors shall be filled in the same manner as the original appointments for the remainder of the unexpired term.

(d) Four Members, who are residents of any of the following counties of New Jersey, appointed by the Governor of New Jersey with the advice and consent of the New Jersey Senate: Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, Ocean, or Salem.

2. Members shall serve without compensation but shall be entitled to be reimbursed for all reasonable and necessary expenses.
3. Any Member may resign at any time by submitting a written notice to the Board Chair or the Secretary of the University. Such resignation shall take effect at the time specified therein.

D. Open Public Meetings Act

Meetings of the Board of Directors, 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, hereafter referred to as the said Act.

E. Functions reserved by the Rutgers Board of Governors and/or the Rutgers Board of Trustees.

Nothing in these bylaws shall be construed to alter, amend, modify, or diminish the authority or powers of either the Rutgers Board of Governors or the Rutgers Board of Trustees.

## II. MEETINGS OF THE BOARD

A. General

1. The Board of Directors shall meet and organize annually at a regular meeting held during the second week of September, for the election (with a plurality of the votes cast by voting Members at the annual meeting), by and from its voting Members, of a chair (the “Chair”) and vice-chair (the “Vice-Chair”) and for the consideration of such other business as may come before the Board. The Chair and Vice-Chair shall serve until the following September meeting or until their successors are elected and qualified. Vacancies in the offices shall be filled in the same manner for the unexpired term only.
2. In addition to the annual organizational meeting in September, at least one other regular meeting shall be held during the year, at such hours as the Board of Directors may determine, on the Camden Campus or at such other place in the City of Camden as the Board of Directors shall designate. Each Member has a duty to attend regular and special meetings of the Board of Directors and his or her assigned committee meetings, if any.
3. Unless otherwise required by law, a 2/3 majority of the voting Members 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 of Directors shall be called by (i) the Chancellor or (ii) 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 Secretary of the University in accordance with the terms of Section II.B herein.
5. It is the policy of the Board of Directors that all Members attend all meetings of the Board and all committee meetings in person whenever possible. When such attendance in person is impossible, the Chair of the Board or the Chair of a Board committee may permit participation by a Member via telephone conference call or videoconferencing. All such requests should be submitted to the Office of the Secretary of the University (hereinafter, the "Secretary"), who shall, in turn, consult with the Chair (for the Board of Directors meetings), or the chair (of the relevant committee for the 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.
6. Unless otherwise required by law and except votes for the Chair and Vice-Chair as described in Section II. A. 1. above, any action by the Board shall be decided by a 2/3 majority of the voting Members of the Board.

B. Notice and Agenda of Open Meetings

1. Notice of meetings shall be given in accordance with the Open Public Meetings Act and in accordance with Section 28 of the Restructuring Act.
2. The agenda of each regular meeting or (special meeting called by the Chancellor) shall be prepared by the Chancellor or his designee and may be prepared in consultation with the Chair. The agenda of any special meeting called by the Chair in accordance with Section II.A.4 herein shall be prepared by the Chair or his designee and may be prepared in consultation with the Chancellor. The agenda shall be transmitted to each Director at least 5 days prior to each meeting. At the meeting, the Board of Directors in its 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 specified in Section 28 of the Restructuring Act and at the office of the Chancellor 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 University regulations, the Open Public Meetings Act and the Open Public Records Act.
4. Any organization, group, or individual from within or without the Camden Campus may request that an item of business be placed on the agenda. The request shall be filed in

writing with the Secretary of the University who, after consultation with the Chair and the Chancellor, shall respond promptly to the requesting party. 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 Camden Campus division concerned, the Chancellor, the Executive Vice President for Academic Affairs, the Senior Vice President for Administration or the Senior Vice President for Finance and Treasurer and, finally, the University President, and specify the results at each level of consideration.

C. Conduct of Meetings

1. Open Meetings

- (a) The Board of Directors shall conduct open meetings in accordance with the Open Public Meetings Act.
- (b) 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 II.B above and that will be voted on by the Board of Directors at that meeting. These proper requests to be heard shall have been registered in writing with the Secretary at least 24 hours before the meeting at which the Board will consider an agenda item. The Chair may, in his or her sole discretion, elect to waive the pre-registration requirement if the Chair concludes it is in the best interest of the Board to hear comments from an individual. Presentations shall be subject to reasonable time limits, which shall generally be three minutes per presentation.

2. Closed Meetings

- (a) Closed meetings shall be held only under circumstances and conditions specified in 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 the Chair, a Vice Chair, the Secretary of the University and a Treasurer. The Chair and Vice Chair shall be voting Members and neither shall serve for more than three successive one-year terms.
- B. The Chair shall preside over meetings of the Board.
- C. The Vice Chair shall act as Chair in the absence of the Chair.
- D. The Secretary of the University, or an agent thereof, shall serve as Board secretary and 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 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 Camden Campus and shall perform such other duties for the Board as may be prescribed by the Board or the Chair.

F. The Board of Directors shall, at the request of the Board of Governors or the University President, provide an accounting to either or both of them on any matter related to the Board of Directors or the Camden Campus, which shall indicate the use of all (i) expenditures and transfers of funds appropriated and allocated to the Camden Campus, (ii) moneys appropriated to the Camden Campus by the Legislature, including appropriations for fringe benefit costs, and (iii) moneys allocated to the Camden Campus (from Rutgers' central administration) from tuition, fees, auxiliary services, and other sources. Governors or Trustees serving on the Board of Directors shall report to the Board of Governors concerning the operations and programs of the Camden Campus at each meeting of the Board of Governors.

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

A. The Board may create standing and ad hoc committees as it deems appropriate to discharge its responsibilities. Each committee shall have a written statement of purpose and primary responsibilities approved by the Board and such rules of procedure or policy guidelines as it or the Board may approve.

B. Each committee shall have at least 3 Members, excluding the ex officio members, who shall be appointed by the Chair of the Board. Each committee shall have a chair and vice chair who shall serve for one-year terms. The Chancellor and the Chair of the Board shall be ex officio, members of all committees. Each committee shall have an officer of Rutgers' central administration, or an administrative staff member designated by such officer to assist with its work.

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

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

#### **VI. WEBSITE**

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

- a. these bylaws and any additional rules, 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;
- c. the minutes of each meeting of the Board and its committees; and
- d. information on any contract entered into by the Board that was not competitively bid and the statutory authority for the contracting process.

#### **VII. BYLAWS AMENDMENTS**

These bylaws may be altered, amended or repealed by a 2/3 majority of the voting Members of the Board at any regular, annual or special meeting provided that 60 days' notice of the proposal shall have been given to (i) the Board of Governors of the University, (ii) the Board of Trustees of the University, (iii) the University President and (iv) and all Members. These bylaws, and any amendments hereto are subject to the Rutgers The State University Law enacted in 1956 (N.J.S.A. 18A:65-1 et seq.) and to the Restructuring Act.

#### **VII. BYLAWS APPROVAL**

These bylaws must be approved by a 2/3 majority of the voting Members of the Board.

Initially adopted on February 21, 2014.