

**SUSSEX COUNTY COMMUNITY COLLEGE
BOARD OF TRUSTEES
BYLAWS**

ARTICLE I. GENERAL PROVISIONS

1.1 Citation of Authority. These bylaws are adopted, and may from time to time be amended, as provided by the County College Act, N.J. S.A. 18A:64A-1 et seq., more specifically, N.J.S.A. 18A:64A-12, New Jersey Administrative Code 9A-1.6, New Jersey Open Public Meetings Act, N.J.S.A. 10:4-9, and by the Higher Education Restructuring Act of 1994.

1.2 Effective Date. These bylaws shall take effect immediately upon adoption, and shall remain in effect until repealed or superseded.

1.3 Amendment of Bylaws. These bylaws may be amended at any annual, regular or special meeting of the Board following the meeting at which such amendment is introduced. Copies of the proposed amendment shall be mailed to each member of the Board at least five (5) calendar days before it is to be introduced. The name of the Board member introducing the amendment and time and date of the meeting at which it is to be acted upon shall be set forth. No proposed amendment shall be adopted at the meeting at which it is introduced. An amendment of these bylaws shall require the affirmative vote of a majority of the voting members currently serving on the Board of Trustees at a meeting scheduled a minimum of fourteen (14) days after the meeting at which the amendment was introduced.

1.4 Official Names. The official name of the College is SUSSEX COUNTY COMMUNITY COLLEGE. The legal name of the body corporate is BOARD OF TRUSTEES OF SUSSEX COUNTY COMMUNITY COLLEGE.

1.5 Official Address. The official address of the College is Sussex County Community College, One College Hill Road, Newton, New Jersey 07860.

The business address of each Trustee and the President/CEO shall be that of the College as stated above. The College shall not disclose Trustee/President home addresses to any person or entity seeking to contact a Trustee/s/ and/or President

for the purpose of conducting an item of business directly related to the legal duties and responsibilities of the office of Trustees/President.

ARTICLE II. STATEMENT OF MISSION AND GOALS

2.1 Mission and Goals. The current Statement of the Mission and Goals of the College can be found on the College website.

ARTICLE III. BOARD ORGANIZATION

3.1 Composition of the Board. The Board of Trustees consists of eleven (11) voting members, broadly representative of the citizens of Sussex County, and appointed according to law. In addition, the Board has two non-voting members, the President/CEO of the College ex officio, and the representative elected by the student body in accordance with N.J.S.A. 18A:64A-8. Each newly appointed/reappointed Board member shall take an oath of office prior to participating in Board activities.

3.2 Powers and Duties of the Board. The most critical organizational element is an institution's governing board. Consistent with the institution's mission, the Board of Trustees oversees all legal aspects of its operations, sets institutional policy, plans for the institution, monitors progress toward fulfilling the mission, and ensures continuous institutional assessment and planning. In addition, the Board of Trustees should develop and maintain policies (bylaws) that specify its own duties, responsibilities and procedures, as well as its membership, manner of appointment, and terms of office. The Board is responsible for selecting the institution's chief executive officer, who leads its administration. The Board of Trustees in addition to such other powers expressly granted to it by law, has the authority to:

- a. adopt or change the name of the college;
- b. adopt and use a corporate seal;
- c. sue and be sued;
- d. determine the educational curriculum and program of the college, consistent with the programmatic mission of the college or approve by the New Jersey Commission on Higher Education;
- e. appoint and fix the compensation and term of office of a president who shall be the executive office of the college and an ex officio member of the Board of

Trustees;

- f. appoint, upon nomination of the president, members of the administrative and teaching staffs and fix their compensation and terms of employment subject to the provisions of N.J.S.A. 18A:64A-13;
- g. appoint or employ such other officers, agents, and employees as may be required to carry out the provisions of N.J.S.A. 18A:64A, and to fix and determine their qualifications, duties, compensation, terms of office, and all other conditions and terms of employment and retention;
- h. fix and determine tuition rates and other fees to be paid by students;
- i. grant diplomas, certificates, or degrees;
- j. 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 of Trustees for carrying out the provisions of N.J.S.A. 18A:64A;
- k. 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 of Trustees may use for or in aid of any of its purposes;
- l. 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;
- m. prepare an annual budget for submission to the Sussex County Board of School Estimate in such form and at such times as required;
- n. 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 of Trustees;
- o. exercise the right of eminent domain pursuant to the provisions of Title 20, Eminent Domain, of the New Jersey Revised Statutes, to acquire any property or interest therein;
- p. make and promulgate such rules and regulations, not inconsistent with law or with the rules and regulations promulgated by the 1994 Higher Education Restructuring Act, that are necessary and proper for the administration and operation of the college and to implement the provisions of N.J.S.A. 18A:64A;
- q. exercise all other powers which may be reasonably necessary or incidental to the establishment, maintenance, and operation of the college not inconsistent with law, N.J.S.A 18A;64A;

[N.J.S.A. 18A:3B-6; N.J.S.A. 18A:64-12; N.J.A.C. 9A:1-1.6 (c)].

3.3 Officers of the Board. The officers of the Board shall be a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. They shall be elected by and from the voting membership of the Board of Trustees. The officers of the Board shall serve as the Executive Committee. The office of Secretary/ Treasurer may be held by the same person. The office of Chairperson and Vice Chairperson of the Board of Trustees shall not be held by the same person. The Board of Trustees at its discretion may elect co-chairpersons or co-vice chairpersons, but the Executive Committee shall not be comprised of more than 5, or fewer than 3 members.

3.4 Election of Officers. During the month of September, the Board of Trustees' Chairperson shall appoint an ad hoc Nominating Committee composed of a chairperson and at least two other Board of Trustees members. The Nominating Committee shall prepare a slate of proposed officers to be announced by the committee's chairperson at the October meeting of the Board of Trustees, one month before the Organizational meeting. No member of the Nominating Committee is eligible for election as an officer of the Board of Trustees unless nominated from the floor. Nominations will be accepted from the floor for all positions at the reorganization meeting. The election shall be by ballot. A simple majority of the votes cast by the Board of Trustees present shall be required for election.

The officers shall be elected at the annual organizational meeting and shall take their office at that meeting. If an incumbent officer vacates his/her position during his/her term of office, a replacement shall be elected under this process.

3.5 Duties of the Chairperson. The Chairperson or designee shall preside at all meetings of the Board of Trustees. His/her duties shall include those usually and customarily performed by a Chairperson. S/he shall be a member ex officio of all committees and shall be entitled to vote at all meetings of the Board of Trustees and of all its committees. Following Board of Trustees' action, the Chairperson and President/CEO shall sign all documents requiring the signature of an authorized representative of the Board of Trustees and College; the Secretary shall sign as the Attester of the Board of Trustees' action. The Chairperson shall coordinate all Board of Trustees activities and shall endeavor to insure compliance with all Board of Trustees' directives and policies. The Chairperson shall control the Board of Trustees' Agenda and has the power to modify or add matters to the

agenda as needed. When it is necessary for the Board of Trustees, as a body, to be publicly heard, the Chairperson or his/her designee shall make all public statements on behalf of the Board of Trustees. The President/CEO or his/her designee shall make all public statements on behalf of the College. The Chairperson does not have the authority to act on behalf of the Board of Trustees or direct the President/CEO to act unilaterally.

3.5.1 Appointment to Committees. Unless otherwise provided herein or otherwise determined by the Board of Trustees, the Chairperson shall appoint all members of the Standing, Ad Hoc, and Advisory committees and shall designate the Chairperson of each such committee. A majority of the voting members of the Board of Trustees shall confirm the appointments prior to any formal action by the committee(s). If the Board of Trustees chooses not to confirm the recommendations, the Chairperson will prepare a new slate for the Board of Trustees' confirmation.

3.6 Duties of the Vice-Chairperson. The Vice-Chairperson shall act for the Chairperson at the Chair's request or in the Chairperson's absence and shall perform such other duties as the Chairperson may delegate from time to time.

3.7 Duties of the Secretary. The Secretary or his/her designee shall see to the preparation of notices, agenda, and minutes of all meetings of the Board of Trustees and shall submit them to each member of the Board of Trustees. S/he or his/her designee shall direct the mailing of the agenda and all materials for each regular meeting to all Board of Trustees members and others entitled to receive them at least three (3) days in advance of such meeting. S/he shall be responsible for the Board of Trustees' compliance with all requirements of the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq.

S/he shall ensure that all official correspondence, public records and papers of the Board of Trustees are accurately and safely kept and shall attest to all of its legal documents. The Secretary shall perform such additional duties as may be assigned from time to time by the Board of Trustees. At meetings, the Secretary shall call the roll and read resolutions or cause others to make such readings when requested by the Chairperson. In case of absence of the Secretary at a meeting, the Chairperson shall appoint a Secretary pro tempore.

3.8 Duties of the Treasurer. The Treasurer shall be responsible for the safekeeping of all monies paid to the College. These funds shall be deposited in bank accounts in the name of Sussex County Community College in such banks, trust companies or other depositories, as the Board of Trustees approves or designates. The Treasurer shall ensure the proper custody, accountability, receipt, and disbursement of all funds belonging to the College. S/he shall review the current financial statement of the College prior to each regular meeting of the Board of Trustees, and whenever else the Board of Trustees may designate. With the approval of the Board of Trustees, the Treasurer may delegate any part of or all of his/her duties to the Chief Financial Officer of the College, specifically including responsibility for the preparation of the annual budget, the submission of regular monthly, quarterly and annual financial reports, the annual audit file for Board acceptance and/or approval, and preparation of such additional reports of the financial status of the College as may be required. Any reports prepared by the Chief Financial Officer shall be reviewed by the Treasurer prior to their submission to the Board of Trustees.

3.9 Duties of the President/Chief Executive Officer (CEO). The President/CEO of the College is the Chief Executive Officer (CEO) of the College, and holds a statutory, non-voting seat on the Board of Trustees. The President/CEO shall be responsible to the Board of Trustees and shall have such powers as provided by law and which are requisite for the management and conduct of the College in all departments, branches and divisions, and for the execution and enforcement of the bylaws, rules, regulations and orders governing the management, conduct and administration of the College. Reporting to the governing board, the chief executive officer is responsible for the following:

- a. Administering the governing board's policies;
- b. Providing general educational leadership and promote educational effectiveness;
- c. Maintaining appropriate administrative records;
- d. Establishing academic/administrative regulations and procedures dealing with:
 - i. Organizational structure;
 - ii. Personnel appointments, reappointments, tenure, and promotions;
 - iii. Salary schedules;
 - iv. Budgets;
 - v. Planning, development, and management of facilities;
 - vi. Educational programs, academic policies, and research;
 - vii. Granting of degrees; and

- viii. Community service;
 - e. Preparing and submitting such reports as the governing board, the Presidents' Council, or the Commission may request; and
 - f. Providing official publications, such as student and faculty handbooks, a catalog, and other related documents or publications, to interested persons at intervals sufficient to ensure currency of information.
- (N.J.A.C. Title 9A:1-1.6)

Additionally, the President/CEO shall execute documents requiring such execution which reflect the actions, decisions and directives of the Board of Trustees. The President/CEO shall execute contracts, all legal documents dealing with property transactions and other legal documents requiring both that are necessary for the benefit of the College and the performance of their position with the College.

The President/CEO, in consultation with the Board of Trustees Chairperson, shall prepare the agenda for the Board of Trustees' monthly meeting, special meetings, etc., and shall coordinate the times, dates and agenda preparation for the Board of Trustees' committees. The President/CEO shall be responsible for keeping Board of Trustees members informed of all supporting information and data related to agenda action items the Board of Trustees may consider at legally advertised meetings. The President/CEO shall prepare a follow up list of action items and provide copies of resolutions of actions taken by the Board of Trustees after each meeting.

The President/CEO shall hold the sole responsibility of placing before the Board of Trustees, for action and consideration, the appointment, reappointment, promotion, tenuring, salary increase/decrease recommendations, changes in title, changes in employment status, reductions-in-force and termination for all full and part-time employees, with the exception of any of the aforementioned collective bargaining agreements.

The President/CEO will serve as the principal public spokesperson for the College. On occasion, the latter responsibility may be delegated to the Director of Public Information. In the absence of the President/CEO and/or under certain other circumstances the Chairman of the Board of Trustees will assume the role of official public spokesperson for the College. The President/CEO will also be responsible for working with the Board of Trustees in drafting institutional

policies for Board review and approval. The President/CEO shall, in addition to the duties included in this section, fulfill all of the stated provisions included in the College President's/CEO's, Board of Trustees approved, position description, and executed employment agreement.

(N.J.S.A. 18A:64A-1 et seq.; N.J.A.C. 9A:1-1.6(d), N.J.A.C. 9A:7-1.1.

3.10 Attendance of Board of Trustees Members at Board Meetings. Every Board of Trustees member is expected to attend every regular and special meeting of the Board of Trustees, as well as every meeting of each committee to which s/he is assigned. A Board of Trustees Member is permitted to conference into any regular or special meeting via telephone with all powers of a Board of Trustees Member in attendance. No member shall miss more than three (3) consecutive meetings in any year as defined as being from organizational to re-organizational without good cause. No Board of Trustees member may participate telephonically in more than three (3) meetings in any year as defined as being from organizational to re-organizational without good cause. The Board Secretary will inform the Chairperson of any such occurrences. Said failure may result in the Chairperson of the Board of Trustees referring said member's attendance record to the Sussex County Board of Chosen Freeholders or the Governor of the State of New Jersey for action.

3.11 Standing Committees. The Board shall designate standing committees for detailed review of administrative items prior to Board meetings on an annual basis, as it deems appropriate in order to ensure policy oversight, short-and long-term planning, and outcome/result assessment.

The Standing Committees of the Board shall include the Curriculum and Personnel Committee, the Finance and Facilities Committee, the Audit and Policy Committee, and the Board Litigation Committee.

The responsibilities of the Curriculum and Personnel Committee shall include review of:

- reports relating to curricula and other educational matters.
- monthly personnel reports including but not limited to: authorized versus actual numbers of employees and an annual report from management to insure that each employee has received an annual performance review, which notes those employees by department which have not received a

satisfactory review and that corrective measures have been instituted.

- student-related issues.
- Submit to the Board of Trustees based on recommendation from the President/CEO.
 - New hires, resignations, retirements, terminations of full-time employees.
 - Part-time and overload compensation on semester basis.
 - New academic degrees, certificates, and options.
 - Negotiation of labor contracts.
 - Promotions, sabbaticals, and tenure of full-time faculty.
 - Policies regarding curricular and personnel issues.

(N.J.A.C. 9A:7-1.1)

The responsibilities of the Finance and Facilities Committee shall include review of:

- monthly financial accounting.
- safety and security issues.
- updates and compliance pertaining to use and maintenance of adequate financial systems.
- Recommend to Board of Trustees.
 - Annual budget (operating and capital).
 - Solicitations and awarding of bids.
 - Acceptance of grants/changes in grant budgets.
 - Facilities construction/renovations.
 - Policies regarding finance and facilities issues.
 - Review of Foundation, grant and endowment matters.

The responsibilities of the Audit and Policy Committee shall include:

- Oversee and evaluate the independent Certified Public Accounting firm to audit the annual financial statements and the internal controls over financial statements.
- Periodically, in conjunction with the President/CEO—, interview and recommend audit firms to the Board of Trustees.
- Review the quarterly/annual financial statements and the audit report with

management and the independent Certified Public Accounting firm.

- Review Sussex County Community College's procedures relative to business ethics.
- Review policies relating to risk assessment and management.
- Develop, recommend and monitor corporate governance policies and procedures for Sussex County Community College and the Board of Trustees.
- Insure the Board of Trustees periodically reviews Sussex County Community College's plans regarding succession of senior management.

The responsibilities of the Board Litigation Committee shall include:

- Review pending lawsuits against the college.
- Monitor progress of existing lawsuits.
- Periodically review college policy and practices to determine ways to minimize potential lawsuits.

The Board of School Estimate shall consist of three members of the Board of Chosen Freeholders, appointed by their Director and two members of the SCCC Board of Trustees, selected by the Chairperson of the Board of Trustees. The Secretary of the Board of Trustees shall serve as the Secretary of the Board of School Estimate (NJSA 18A:64A-15&16).

3.12 Ad Hoc Committees. Whenever it shall appear advisable to the Board of Trustees to create an ad hoc committee to assist it in handling any particular matter upon which it desires or is required to act, it may do so. The Chairperson of the Board of Trustees may appoint members to serve on such ad hoc committee and may assign to it such duties as appropriate. Each ad hoc committee shall submit one or more written or oral reports to the Board of Trustees. Upon acceptance by the Board of Trustees of such committee's final report, such committee shall be disbanded and its members discharged by the Chairperson of the Board.

3.13 Consultants/Advisory Committees. The Chairperson of the Board, with the consent of the Board, may hire or employ any person whose expertise or viewpoint is useful to the Board of Trustees to serve as a consultant or as a member of an Advisory Committee established from time to time to assist the Board in policy development in assessing overall institutional outcomes and in the determination of

community needs, perceptions, etc. All Board of Trustees members shall hold ex officio membership on all Advisory Committees. Members on an Advisory Committee shall serve at the pleasure of the Board. Advisory Committee members may be reimbursed for reasonable expenses incurred in pursuance of Consultant/Committee work, provided that prior written approval of the Board of Trustees of such expenses has been obtained. Nothing herein shall exclude the President/CEO from recommending to the Board of Trustees the appointment of

citizens to serve, pro bono, on College academic program advisory committees or as academic program development consultants in accordance with the Higher Education New Program Review Process.

3.14 Legal Counsel. Licensed practicing attorney/s/ at law of the State of New Jersey shall be retained by the Board to render legal services as needed in accordance with the provisions of law. N.J.S.A. 18A:64A-12; 18A:64A-25.2; 18A:64A-25.5.

3.15 Auditor. An auditor, licensed to audit governmental and educational accounts pursuant to State of New Jersey accounting systems, shall be employed to audit all College accounts. His/her duties shall include consultation and preparation of special reports, financial statements, the annual audit report as required by the Board and law. N.J.S.A. 18A:3B-6; 18A:64A-25.2; N.J.S.A. 18A:64A-25.5.

3.16 Executive Committee. The Executive Committee shall consist of the officers of the Board of Trustees; the President/CEO shall serve as ex-officio. The Executive Committee at the direction of the Board Chairperson shall address topics that would benefit from the perspectives of the members, including suggesting items for inclusion in the agenda for the Board of Trustees. The Executive Committee shall not take any formal action on behalf of the Board of Trustees.

ARTICLE IV. BOARD MEETINGS

4.1 Regular Meetings. The Board shall hold at least ten (10) regular business meetings each year on a day and hour to be fixed at the annual meeting. Regular meetings shall be held at the College or at such other place in Sussex County as may be fixed by the Board. Nothing herein precludes the Board from holding more

than ten (10), up to twelve (12) regular meetings per year.

4.1.1 Regular Meeting Agendas. The order of business shall be:

- Call to Order
- Public Statement by Board of Trustees Secretary
- Roll Call
- Pledge of Allegiance
- Approval of Minutes and Board Action Resolutions
- Welcome to Guests
- Courtesy of the Floor on Agenda Items Only (Public Session)
- Acknowledgement of Receipt and Review of Financial Statements
- Correspondence File
- Report from the Personnel and Curriculum Committee Chairperson
- Student Services / SGA Report
- Community Service Report
- Report from the Finance and Facilities Chairperson
- Report from the Audit and Policy Committee Chairperson
- Report from any active Ad Hoc Committees
- Courtesy of the Floor on General Matters(Public Session)
- Trustee Activity Update
- President's Report
- Chairperson's Comments and Board Goals
- Other Business
- Announcements
- Adjournment

The Chairperson may change the order of business, with the consent of the majority of the voting members of the Board present at the meeting.

4.2 Notice of Regular Meeting. Adequate notice of all regular meetings shall be given in accordance with the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq., and shall be given by posting, maintaining, mailing, and submitting a schedule of the regular meetings of the Board during the succeeding year as provided by N.J.S.A. 10:4-18.

4.2.1 Emergency Meetings. Upon the affirmative vote of three quarters of the Board present, the Board may hold a meeting notwithstanding the failure to provide adequate notice in accordance with the provisions of N.J.S.A. 10:4-9(b).

4.2.2 Executive Session. The Board may exclude the public from that portion of a meeting in which the Board will have reason to discuss those items which are permitted by statute to be discussed in a closed session. N.J.S.A. 10:4-12, 13

4.3 Special Meetings. The Board may convene a special meeting at the call of the Chairperson or on request of any five (5) voting members. Whenever a special meeting is called, notice of the date, time, and place of such meeting shall be given by the Secretary to all the trustees and to the public in accordance with Article 4.2. The notice to the Trustees may be in writing or oral (including telephone) and shall be given not less than forty-eight (48) hours in advance of said meeting. The notice shall include the specific matter or matters to be presented to the Board for its consideration at such special meeting.

4.3.1 Telephone Meetings. N.J.S.A. 10:4-8(6) permits meetings where governing board members are gathered for deliberative proceedings either "corporeally or by means of communication equipment." The College shall, from time to time, but not as a matter of routine, schedule and/or announce telephone meetings. Generally, such meetings will be held when an urgent matter of business is at hand and there is some question whether a quorum (as defined as a majority of the voting members currently on the Board) can be secured in a timely fashion. Such telephone meetings shall, at all times, conform to the provisions of the Open Public Meetings Act and its prior public notice of meetings provision.

4.4 Annual Organization Meeting. The annual organization meeting of the Board of Trustees shall be held at the regular Board of Trustees meeting in November. At such annual organization meeting, the order of business shall include a report from the Nominating Committee (appointed annually in September by the Chairperson), an election of officers, election or appointment of two (2) members to serve on the Board of School Estimate, re-adoption of these bylaws, reaffirmation of existing Board of Trustees policies, determination of a schedule of regular meetings for the year, and the presentation of the Annual Financial Audit by the President of the College.

a. Order of Business

1. Organizational Matters

- Call to Order (By the Board of Trustees' Secretary who serves as Presiding Officer, pro tem.)
- Public Statement
- Roll Call/Pledge of Allegiance
- Welcome to Guests
- Public Session/Courtesy of the Floor (Agenda Items)

2. Report of Nominating Committee for Board of Trustees Officers and Action Thereon

3. Ethics Presentation/Collection of Signed Ethics Policy

4. Appointment of General Legal Council

5. Appointment of an Auditing Firm

6. Appointment of Depository/s

7. Appointment of Insurance Brokers of Record

8. Appointments to the College's Board of School Estimate

9. Naming of the Board of Trustees' Official Newspapers/s of Record.

10. Selection of the Date, Time, Location of Meetings

11. * Consideration of the Appointment of Committees and Committee Chairs

12. * Appointment to Various Council of County College Posts

13. Appointment of Foundation Liaison

14. Adoption/Re-Adoption of the Board of Trustee Bylaws

15. Appointment of Recording Secretary to the Board of Trustees

16. Other Business

17. Public Session/Courtesy of the Floor (General Reorganization Matters)

18. Adjournment

*These appointments, per these Bylaws, shall be made by the Chairperson upon confirmation by a majority of the voting members of the Board of Trustees, per 3.5.1. All other appointments are made by majority action of the Board of Trustees.

4.5 Quorum. A quorum is as defined as a majority of the voting members currently on the Board of Trustees. No action or discussion shall be taken at any meeting without a quorum being present in person or via the phone. If a quorum is not present at any Board of Trustees meeting or portion thereof, the Chairperson

may direct the Secretary to call the roll, record the names of absentees, and declare the meeting adjourned.

4.6 Call to Order. Meetings shall be called to order by the Chairperson or Vice-Chairperson at the designated time or at such time as a quorum is present. In the event that both the Chairperson and Vice-Chairperson are absent at the designated time, and the Chairperson has not designated a substitute convener, eligible voting Board Members present may proceed with the meeting by choosing from their number a temporary Chairperson who shall call the meeting to order and preside until the Chairperson or Vice-Chairperson appears.

4.7 Taking Action. All College matters to be acted upon shall come before the Board of Trustees as recommendations by the President/CEO and shall be brought before the Board of Trustees by a motion duly made and seconded. The vote on any given motion shall be "Yes," "No," or "Abstain" and the result shall be entered in the minutes. An abstention shall count neither as a "yes" or a "no" vote, but the abstainer shall be counted as part of a quorum. In the event a Board of Trustees member has a conflict of interest, the Board of Trustees member must recuse him/herself from the matter in accordance with the Code of Ethics and state the reason for the conflict of interest. The recused Board of Trustees member will not be counted as part of the quorum for that vote. Except as otherwise specifically required by law or regulation or these bylaws, all action item votes shall be decided by a majority vote of the Board of Trustees members present and voting.

Voting shall be by recorded roll call vote for elections, budget approval, all employment actions, the expenditure of funds not included in the approved budget, the receipt of external grant funds and on any action so required by local, state, and federal statute or regulation and/or whenever requested by any individual Board of Trustees member. On all other matters, voting shall be by voice vote. When the vote is a tie, the motion shall be defeated. If there is lack of unanimity on a voice vote, or there is uncertainty about the actual result of a voice vote, a re-vote shall be taken by call of the roll. On roll call votes, the Chairperson's vote shall be called for last.

4.8 Robert's Rules of Order. Where no specific provision is made by general law, the County College Act, the H.E.R.A. of 1995, or these bylaws, the conduct of Board meetings shall be governed by the most recent edition of "Robert's Rules of

Order.”

4.9 Adjourned Meetings. Any legal meetings of the Board of Trustees may be adjourned to a specific date, time and place with proper notice pursuant to the Open Public Meetings Law discussed in Article 4.2. Only items on the agenda of the meeting adjourned may be acted upon at the adjourned meeting.

ARTICLE V. MISCELLANEOUS PROVISIONS

5.1 College Fiscal Year. The fiscal year of the College shall be from July 1 to June 30 next following.

5.2 Security. The Board of Trustees shall provide crime and fidelity coverage on each of its officers and each senior administrative officer and any employee handling funds of the College for the faithful performance of his/her duties as adequate protection to the College, the cost thereof to be borne by the College.

5.3 Compensation of the Board of Trustees. The Board of Trustees shall receive no compensation for their services, but shall be reimbursed, as the Board of Trustees may direct, for reasonable expenses actually and necessarily incurred in the performance of their duties.

5.4 Books and Records. All books, records, and files of the College shall be kept in the Executive Office of the College unless otherwise specified by the Board of Trustees. The Board of Trustees shall not, either collectively or singly, remove College books, records or files from the College’s premises. The Minutes shall be posted online on the college’s website as well as be available in a book in the Executive Office so that there is access to them by any citizen. Any citizen who reviews the Minutes Book must complete and sign entries in a logbook indicating the date and time in and time out. The College’s Minutes Books pertaining to Executive Session Minutes will be retained and secured by the Administrative Secretary to the Board of Trustees and kept confidential until the need for such confidentiality no longer exists as determined by the Board of Trustees. The Minutes Book may be reviewed only in the presence of a College representative authorized by the President/CEO or his/her designee.

5.5 Claims and Expenditures. No claim or demand shall be incurred or paid unless it is authorized by law or by the Board of Trustees, and funds thereof have been appropriated by the Board of Trustees. Any expenditure that exceeds the New Jersey Bid Threshold for County Colleges (NJSA 18A:64A-25.3) shall be brought to the Board of Trustees for approval with the following exclusions: prior approved negotiated personnel contracts, Chapter 12 Capital Project disbursements, normal wire transfers for Employee Payroll, State Medical and Pension Benefits, grants, financial aid, or bids. In the case of an emergency where the cost would exceed the Bid Threshold, the President/CEO shall bring the matter for board action under 4.3.1 (Telephone Meetings).

5.6 Bank Accounts. All funds received by the College shall be deposited promptly to the credit of the College in authorized accounts in such banks, trust companies, or other depositories as the Board of Trustees approves or designates. Accounts will be solicited through a Request for Proposal. College funds shall be withdrawn only by checks properly signed in accordance with procedures approved by the Board of Trustees.

5.7 Indemnification/Civil Action. In the event that a civil or administrative action has been brought against any individual member/s/ or the collective Board of Trustees or the senior officers of the College for any act or omission arising out of and in the course of performing their assigned duties or as representative of the Board of Trustees or College, the College shall defray all costs of defending such action, including actual and reasonable attorney fees and expenses, together with costs of appeal, if any, and shall save harmless and protect such person from any financial loss resulting there from. The College may arrange for and maintain appropriate insurance to indemnify and cover all such damages, losses and expenses.

N.J.S.A. 18A:64A-25.34.

5.8 Indemnification/Criminal Action. In the event any criminal or quasi-criminal action has been or shall be brought against any individual member/s/ or the collective Board of Trustees or the senior officers of the College for any act or omission arising out of and in the course of performing their assigned duties , or as representative of the Board of Trustees, the College shall defray all costs of defending such action, including actual and reasonable attorney fees and expenses,

together with costs of appeal, if any, and shall save harmless and protect such person from any financial loss resulting there from. The College may arrange for and maintain appropriate insurance to indemnify and cover all such damages, losses and expenses. Should any criminal action be instituted against any individual member/s of the Board of Trustees for any act or omission arising out of his/her own independent, individual actions or conduct outside the scope of and separate from the individual's duties and responsibilities, he/she will pay for his/her own defense and legal costs, regardless of the outcome of the legal action.

Should a criminal action be instituted against any individual Board of Trustee member for actions, acts, or conduct outside the scope of and separate from the individual's Trustee duties and responsibilities, said member shall be placed on temporary Trustee leave from their position on the Board during which the Trustee shall not attend any meetings of the Board of Trustees, or its committees, nor shall the individual cast a vote on any action before the Board of Trustees. -The Trustee shall continue to receive all appropriate Board of Trustees correspondence in order to remain current with the work of the Board of Trustees. In the event the action is dismissed or results in a final disposition in favor of said Board of Trustees member, the individual shall be reinstated to full Board of Trustees membership status. In the event the Board of Trustees member is convicted, following all subsequent appeals, the individual's seat shall be declared vacant, by action of the full Board of Trustees, provided that the appeal process did not result in a reversal of the conviction.

5.9 Minutes of Proceedings. The Secretary shall see that the minutes of the proceedings of the previous Board of Trustees meeting/s are prepared, mailed or delivered to the members of the Board of Trustees at least forty-eight (48) hours before the time of the next regular meeting. The minutes of the preceding meeting/s shall be approved by the Board of Trustees and signed by the Board of Trustees' Secretary. A copy of all motions shall be carefully recorded. The names of those who make and second motions and the record of the vote shall be recorded. The official minutes shall be bound and kept in the Executive Offices of the College.

The Secretary shall see that the minutes of all Executive Sessions are prepared and secured in closed files until the matter/s which were the subject/s of the Executive Session are fully resolved, closed, or abandoned. No Executive Session minutes,

or parts thereof, may be released to the public without the Board of Trustees voting by majority, upon the recommendation of the Board of Trustees' Chairperson that the matters contained in the minutes are resolved/completed and that said minutes may be released to the public.

5.10 Citizen Participation. The Board of Trustees shall welcome and from time to time solicit the advice and counsel of citizens in planning and operating the College. Meetings of the Board of Trustees shall be open to the public. The Board of Trustees' monthly meeting agenda shall provide opportunities for citizen input. The Chairperson shall allot each such citizen, at the appropriate time, not more than five minutes to speak, unless the time is increased or decreased by action of the majority of the Board of Trustees.

5.11 Compliance with State Regulations. Notwithstanding these bylaws, the Board of Trustees will act consistent with all state statutes and regulations pertaining to the operation of a county college.

5.12 Code of Ethics. Individuals who accept a trusteeship shall have no other interest than: 1) a commitment to the mission of the institution; 2) the welfare of students/ citizens who enroll at the College or otherwise use its services and/or its facilities; 3) the overall welfare of the College as a public institution of higher education, including its reputation; and 4) the outcomes and success of the institution and its enrollees. In carrying out the duties and responsibilities of trusteeship, each member shall, at all times and in all actions, be guided by the New Jersey Local Government Ethics Law, N.J.S.A. 40A:9-22.1 et seq. It shall be considered unethical for trustees to use their Board of Trustees position for pecuniary gain, for personal power, for the purpose of influencing contracts, and/or agreements with external vendors, to secure employment for family, friends, acquaintances, etc. or for some political advantage, in compliance with the Sussex County Community College Code of Ethics Pertaining to Conflicts of Interest for College Trustees and Officers. In the event a charge of unethical conduct is lodged against one or more members of the Board of Trustees, the matter shall be referred to the Executive Commission on Ethical Standards who will review the charge and render a final determination. In the event a charge of unethical conduct is sustained following the prescribed review, and if any subsequent appeal actions do not result in a reversal of the finding, the Board of Trustees may elect to either publicly reprimand the member, publicly censure the Board of Trustees member and/or take action to refer the member to the appropriate appointing authority for

removal, thereby creating a vacancy in declaring the Board of Trustees' seat.

5.13. Financial Disclosure. Members of the Board of Trustees shall annually file such financial disclosures as required by law. N.J.S.A. 40A:9-22.6

Re-Adopted by the Board of Trustees on the 30th day of November, 2017.

Chair

Secretary