

**RUTGERS, THE STATE UNIVERSITY OF NEW JERSEY
BYLAWS OF THE BOARD OF GOVERNORS
OF THE CORPORATION
(Amended July 14, 2006)**

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 State Conflicts of Interest Law, N.J.S.A. 52:13D-12 et seq and by the University Conflicts of Interest policy, adopted by the Board of Governors on November 11, 1983. Members of the Board of Governors are covered by the indemnification provisions of the Rutgers Law of 1956 (N.J.S.A. 18A:65-1 et seq) and the University Indemnification Policy (University Regulation 6.4.4).

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 Assistant Secretary, and Treasurer of the Board, and a Secretary and Assistant Secretary, Treasurer and Assistant Treasurer of the University Corporation. Subject to consultation with the Board of Governors, the President appoints an Executive Vice President for Academic Affairs, a Senior Vice President for Administration and Chief Financial Officer, the Provost-Newark, the Provost-Camden, and General Counsel. Moreover, the Board of Governors delegates to the President and his or her administration specific responsibilities in the management and administration of its policies regarding, among other matters, the organization, administration and development of the University. It also delegates certain powers to the Senate and the faculties under existing regulations. Each Governor has a duty to attend regular and special meetings of the Board and his or her assigned committee meetings.

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, hereafter referred to as the said Act.

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 six 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.
3. Special meetings of the Board may be called by the Chair, and shall be called by the Chair at the request of three voting Governors, on notice stating the purpose of the meeting, served personally or by mail, email, telefax or telephone.
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 impossible, 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 Chair of the Board of Governors for the Board of Governors meetings or to the Chair of the 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.

B. Notice and Agenda of Open Meetings

1. Notice of meetings shall be given in accordance with the said 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 mailed, emailed, or telefaxed 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 said 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 said 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 Provost of the campus concerned, the Executive Vice President for Academic Affairs or the Senior Vice President for Administration and Chief Financial 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 academic 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 said 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 items approved in accordance with Section I.B. above, provided that requests to be heard shall have been registered with the Secretary of the University at least twenty-four hours before the meeting. Presentations shall be subject to reasonable time limits.

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 Assistant 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 except the Committee on Nominations. 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 in a book to be kept for the purpose; 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 Assistant Secretary shall perform such duties. For administrative purposes, the Secretary of the University will report to the President, and the Assistant 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, an Executive Vice President for Academic Affairs, a Senior Vice President for Administration and Chief Financial Officer, a Provost-Newark, a Provost-Camden, a Secretary of the University Corporation, General Counsel and such other officers as the Board in consultation with the President may determine.
- B. The President shall have such duties as are or may be prescribed by law, University Regulations, and the Board.
- C. The Executive Vice President for Academic Affairs, the Vice President for Administration and Chief Financial Officer, the Provost-Newark, the Provost-Camden, or their designees, pursuant to a written delegation of authority on file with the office of the Secretary of the University, shall execute contracts on behalf of Rutgers, The State University, and shall be custodians of the deeds, securities and other documents, and monies of Rutgers, The State University. The Chief Financial Officer shall give bond for the faithful performance of the duties of that office, with surety approved by the Board, in the sum of \$250,000 or such larger sum as the Board may determine. The Chief Financial Officer shall make disbursements from the funds which are under the control and management of the Board by check signed personally or by facsimile by the Chief Financial Officer, an Associate Treasurer or by an Assistant Treasurer. Any check in excess of \$250,000 shall be countersigned by the Chair, President, Executive Vice President for Academic Affairs, or Secretary of the University.

D. General Counsel. 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. 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 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. Standing Committees. The standing committees shall be:

1. Committee on Audit. This committee, which shall meet quarterly, 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 the appointment of the University's independent auditors. The University's Internal Audit Department shall report to the Committee on Audit, and for administrative purposes to the Chief Financial Officer. The committee shall be furnished by the Chief Financial Officer with reports on any matters of procedure or fiscal operation involving or requiring changes of significance. 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 Chief Financial Officer shall report to the committee all recommendations of the independent auditors and shall state with reasons agreement or disagreement with such recommendations.

2. Committee on Budget and Finance. This committee shall advise the Board on the preparation of the University's annual budget and its presentation to the Governor, the Legislature and the Commission on Higher Education, on the administration of the budget, and on the financial affairs of the University generally, including the University's need for public and private funds. 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.

3. Committee on Buildings and Grounds. This committee shall conduct a continuing study of the University's facility needs and shall advise the Board with respect to the real estate, buildings, grounds and equipment owned, possessed, occupied or utilized by the University. It shall request of or receive from Trustees Advisory Committees reports which will assist in such study. Such committees shall be invited to meet with the committee when matters of significant

concern to them are under consideration. It may recommend to the Board, subject to the applicable powers of the Board of Trustees, 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. This committee shall also advise the Board on policy for the naming of University divisions, campuses and other facilities and shall recommend specific names therefore.

4. Committee on Educational Planning and Policy. 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 request of or receive from Trustees Advisory Committees reports which will assist in such study. Such committees shall be invited to meet with the committee when matters of significant concern to them are under consideration. It shall have general oversight of the educational program of the University. It shall consider tenure appointments and promotions of academic personnel and make recommendations to the Board with respect thereto. It shall anticipate contingencies which might hamper performance of the University's missions and shall inform the Board of them. It shall advise the Board on the University's need for public and private funds.

The standing subcommittee of the Committee on Educational Planning and Policy will be the Subcommittee on National Issues in Higher Education. This subcommittee will examine current national issues in higher education, the impact of such issues on Rutgers and the leadership role Rutgers might play in these issues, such as technology and instruction, and relationships with other institutions.

5. Committee on Executive Compensation and Nominations. This committee shall conduct a continuing study of the compensation of the President, the Executive Vice President for Academic Affairs, the Senior Vice President for Administration and Chief Financial Officer, the Provosts, and General Counsel, and shall determine the salary of the President and consult with the President regarding appropriate compensation for senior University officers. This committee also shall present 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.

6. Committee on University Relations and Honorary Degrees. This committee shall advise the Board and the President on the effective means and programs for relating the University to its constituencies and the public in general, including providing information about the University, its goals, responsibilities, needs and services in accomplishment of its missions. It also shall advise on both State and Federal government relations. In consultation with the President and a regularly designated committee of the faculty, this committee shall make recommendations to the Board of persons to receive honorary degrees who are of acknowledged distinction or high professional attainment.

7. Committee on Multicultural Concerns and Student Affairs. This Committee shall have ongoing responsibility to review the University's efforts to attain a fully realized multicultural community as well as all other issues regarding student life and policy, but shall not concern itself with the resolution of individual complaints raised by students. (Such problems shall be resolved through established University procedures as set forth in the Board Resolution of January 11, 1974.)

8. Committee on Intercollegiate Athletics. This Committee shall have an ongoing responsibility to review the University's operations with respect to intercollegiate athletics.

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

C. Joint Committees.

1. Joint committees may be created by the Board 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.

D. 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.

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.

V. FISCAL YEAR

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

VI. 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.