

BYLAWS of The New Jersey Presidents' Council

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Article 1: Name

The official name of the organization is the New Jersey Presidents' Council. The organization is established as a body corporate and politic, with corporate succession under section 7 of the Higher Education Restructuring Act of 1994. The organization will be designated and referred to in these Bylaws as the "Presidents' Council" and/or the "Council."

Article 2: Purpose

In order to provide institutions of higher education with the ability to fulfill their missions, to address statewide goals, and to develop and maintain a system of higher education recognized nationally as one of the best, greater decision-making and accountability must be placed at the institutional level. Structures must be established for economy and effective cooperation among institutions and coordination when necessary at the state level. The State of New Jersey benefits from a system of higher education that includes public and private institutions which offer a variety of programs with a range of choices that address important needs of New Jersey citizens and employers. The Presidents' Council will provide for any necessary coordination among institutions of higher education in New Jersey.

Article 3: Responsibilities

The Council shall have the responsibility, consistent with state and federal law, to:

- 3.1. Provide public information and research on higher education issues.
- 3.2. Review and make recommendations to the Commission on Higher Education concerning proposals for new programs that exceed the programmatic mission of an institution or that change the programmatic mission of an institution.
- 3.3. Review and comment on proposals for new programs that demand significant added resources or raise significant issues of duplication, but do not exceed the

programmatic mission of the institution or require a change in the programmatic mission. If the Presidents' Council determines that a proposed new program is unduly expensive or unduly duplicative, the Council shall refer that proposal to the Commission on Higher Education for review; however, unless the Commission disapproves of that program within 60 days of its referral, the program shall be deemed approved.

3.4. Encourage the formation of regional and other alliances among institutions including inter-institutional transfers, program articulation, cooperative programs and shared resources, and develop criteria for "full faith and credit" transfer arrangements between county colleges and other institutions of higher education. The Council shall also keep institutions apprised of the discontinuance of programs at other institutions, and each president is asked to notify the Council of any such action.

3.5. Advise and assist the Commission in developing and updating a plan for higher education in the state, including, but not limited to, the establishment of new institutions, closures of existing institutions and consolidation of institutions.

3.6. Provide policy recommendations on statewide higher education issues.

3.7. Recommend to the Governor, Legislature and Commission on policy and overall levels of funding for student aid programs necessary to ensure accessibility to higher education.

3.8. Transmit to the Governor, Legislature and Commission a general budget policy statement regarding overall state funding levels for higher education.

3.9. Provide recommendations concerning institutional licensure and university status upon referral from the Commission pursuant to the Higher Education Restructuring Act of 1994.

3.10. Appoint subcommittees consisting of the presidents of the institutions of the various higher education sectors, or their designees, to decide matters within the authority of the Council.

3.11. The presidents of the independent institutions shall develop a unified request for state support under Chapter 72B of Title 18A of the New Jersey statutes.

3.12. The presidents of the county colleges shall develop a unified request for state support under Chapter 64A of Title 18A of the New Jersey statutes.

3.13. Consult with other institutions of higher education which do not receive direct state aid when actions of the Council directly affect such institutions.

3.14. Consult with the Higher Education Student Assistance Authority concerning student assistance matters.

Article 4: Powers

The Council shall have perpetual succession and shall have the following powers:

- 4.1. To make, amend, and repeal rules and bylaws for its own governance and guidance not inconsistent with state or federal law.
- 4.2. To adopt an official seal and alter the same at pleasure.
- 4.3. To maintain an office at such place or places within the state for the operation of the Presidents' Council for staffing, records, and other business transactions as may be required by the Presidents' Council.
- 4.4. To sue and be sued in its own name and to retain legal counsel of its choosing.
- 4.5. To select such officers as may be necessary for the transaction of business.
- 4.6. To appropriate dues annually as may be assessed by the Council for the operation of the Presidents' Council.
- 4.7. To maintain bank accounts, make purchases, deposits, and disbursements as are necessary to facilitate the operation of the Presidents' Council.
- 4.8. To employ staff to assist in the clerical and operational functions of the Presidents' Council.

Article 5: Membership

The President's Council consists of the presidents of the state's public and independent institutions of higher education that receive state aid. The presidents of the two proprietary schools which have been authorized to offer licensed degree programs prior to June 26, 2003, the effective date of P.L. 2003, c.99 shall also serve as members of the council, ex officio, to represent the interests of all such schools. The presidents of the two institutions primarily involved in the preparation of professional persons in the field of religion which enroll the largest number of pupils in state licensed degree programs shall also serve as members of the council, ex officio, to represent the interests of all such schools. The Council may invite presidents of the state's degree-granting religious and proprietary institutions to participate as non-voting affiliated members.

Article 6: Expenses

In order to maintain the operation of the Presidents' Council, all member institutions will be assessed a fee based on a two-part formula. This formula will include a base assessment to be made to all institutions, regardless of size, plus a variable assessment based on the institution's size and/or budget. Two thirds of member institutions must approve any increase in dues assessment.

Article 7: Meetings

7.1. Regular Meetings. The Council shall organize annually during the month of February and meet at other times as may be necessary, but no less than twice during the course of the year. Although the Council is a purely advisory body, it shall be subject to the provisions of the "Open Public Meetings Act," P.L. 1975, c.231 (C.10:4-6 et seq.)

7.2. Special Meetings. Special meetings will be those that are not regularly scheduled by the calendar of the Council. Special meetings may be called by the chair of the executive board of the Council. The chair of the executive board shall call a special meeting on petition of 10 members of the Council.

7.3. Notice of Meetings. Except for special meetings of the Presidents' Council, notice of Council meetings shall be given by mail or facsimile at least 14 days in advance of the meeting date. Special meetings of the Council may be called by giving notice to Council members by mail or other means that shall be deemed appropriate by the chair of the Council.

Article 8: Governance

8.1. Executive Board. There shall be established an executive board which in the interval between meetings of the Council shall perform the duties of the Council and shall have authority to act on matters on behalf of the Council. The executive board shall fix the time and place of Council meetings. The executive board shall have the power to approve appointment and compensation of staff as may be necessary to conduct the business of the Council. The chair of the executive board shall be responsible for evaluating the performance of employees of the Council with advice from members of the executive board. A majority of members of the executive board shall constitute a quorum for the transaction of business at meetings of the executive board.

8.2. Structure of the Executive Board. The executive board shall be composed of 15 members as follows:

- a. The president of Rutgers, The State University of New Jersey;
- b. The president of the University of Medicine and Dentistry of New Jersey;
- c. The president of the New Jersey Institute of Technology;
- d. Three presidents of State Colleges and Universities who shall be selected by the presidents of this sector;
- e. Five presidents of county colleges who shall be selected by the presidents of this sector; and

f. Three presidents of independent institutions who shall be selected by the presidents of this sector.

g. one president of the proprietary schools which have been authorized to offer licensed degree programs prior to the effective date of P.L. 2003, c. 99 who shall be selected by the presidents of these proprietary schools.

8.3. Rotation of the Chair. The chair of the executive board shall be rotated among one of the following sectors: Rutgers, the State University of New Jersey, University of Medicine and Dentistry of New Jersey, and New Jersey Institute of Technology shall constitute one sector; the State Colleges and Universities shall constitute one sector; the county colleges shall constitute one sector; and the independent institutions shall constitute one sector. The chair of the executive board shall serve for a two-year period. Biennially, the executive board shall select the chair from a representative in each sector but not necessarily in the order provided above. A rotation will be completed when each of the sectors has had a representative serve as chair of the executive board. The presidents selected to serve on the executive board from the State Colleges and Universities shall be selected by the presidents of the State Colleges and Universities, the presidents representing county colleges shall be selected by the presidents of the county colleges, the presidents representing the independent institutions shall be selected by the presidents of the independent institutions.

8.4. Officers. Officers of the Council shall be chair, vice chair, secretary and treasurer. The officers of the council shall be elected by a majority vote of the members of the executive board of the Council from the membership of the Executive Board, provided that all four sectors set forth in Article 8.3 are represented. The officers of the Presidents' Council shall serve as officers of the executive board.

8.5. Chair. The chair serves as chief officer of the Presidents' Council and chair of the executive board of the Council. The chair shall have broad discretionary powers to advance the objectives of the Presidents' Council between meetings of the Council, in consultation with members of the executive board and subject to the ratification of the Presidents' Council. The chair shall be responsible for:

- a. implementing the policies of the Council;
- b. planning for regular meetings of the Council specifying location, date, and time of meetings;
- c. calling special meetings of the Council specifying location, date, and time of meetings;
- d. presiding at meetings of the Council and the executive board;
- e. serving as ex-officio member of the New Jersey Commission on Higher Education

f. appointing standing and ad hoc committees and chairs in consultation with the Council necessary to conduct the business of the Council;

g. serving as ex-officio member of all committees of the Council;

h. calling meetings of the executive board necessary to conduct business of the Council;

i. signing documents, resolutions, contracts, releases and other instruments on behalf of the Council;

j. designating a parliamentarian for the Council; and

k. performing all duties as may be assigned from time to time by the Council.

8.6. Vice Chair. The vice chair serves as chief officer of the Presidents' Council in the absence of the chair. All the powers delegated to the chair shall be assumed by the vice chair during the absence of the chair at scheduled and special meetings of the executive board or the Council.

8.7. Secretary. The secretary shall be responsible for keeping a record of all business transacted by the Presidents' Council and executive board, preparing necessary correspondence, and sending to all members of the Presidents' Council minutes of all meetings of the Council. The secretary shall be the custodian of the Council's seal and records. The secretary is authorized to sign documents on behalf of the Council. The secretary shall preside over meetings in the absence of the chair and the vice chair. The secretary shall perform all duties incident to the office of secretary as may be assigned by the chair or time to time by the Council.

8.8. Treasurer. The treasurer shall be responsible for financial reports to the executive board and the Council. The treasurer shall keep a record of dues assessed to member institutions and report at each regular meeting of the Council the status of funds. The treasurer will coordinate and report on all funds belonging to the Council. The treasurer will recommend procedures to insure that all funds of the Council are secure, maintain an accurate record of funds, and ensure the disbursement and collection of funds of the Council are accomplished in a timely manner. The treasurer shall prepare an annual report to the members of the Council on the financial status of the Presidents' Council. The treasurer shall preside over meetings of the Council in the absence of the chair, vice chair and secretary. The treasurer shall perform all duties incident to the office of treasurer as may be assigned by the chair or time to time by the Council.

Article 9: Election of Officers

The officers will be elected by the executive board of the Presidents' Council for two-year terms beginning on July 1 of even-numbered years. The fifteen-member executive

board will receive nominations from the nominating committee appointed by the chair of the executive board. Nominations should reflect each sector of the institutions of higher education in New Jersey. Since there are four primary sectors (state universities, state colleges and universities, county colleges, and independent institutions), one officer of the executive board of the Council should be selected from each sector of higher education. If any officer of the executive board resigns prior to completing his/her term of office, an election to fill the vacancy will be held at the next meeting of the executive board. Nominations may be taken from the floor during the meeting scheduled for election of officers. The term of office for each officer shall be two years. The prior position or selection of any officer does not insure future succession as chair or an officer of the executive board of the Council. The election of new officers shall be conducted by the first week in August prior to the start of the new academic year. The chair of the executive board of the Council may serve only a two-year period. The chair of the executive board shall be rotated biennially among the sectors of the state universities, state colleges and universities, county colleges, and independent institutions, but not in any specific order of succession. A president of each sector should get an opportunity to serve as chair one term during an eight-year cycle. The officers will be elected by a majority vote at a regularly scheduled meeting of the executive board of the Council.

Article 10: Quorum

A simple majority of the membership of the Presidents' Council will constitute a quorum for the transaction of business. A simple majority of the membership of the executive board of the Council will constitute a quorum for the transaction of business. The members present at any meeting, either Council or executive board, if less than a quorum, may adjourn any meeting from time to time until a quorum shall be present.

Article 11: Rules of Order

The rules contained in Robert's Rules of Order, Newly Revised, shall govern the Council and the executive board of the Council on rules of order in all cases to which they are applicable and in which they are not inconsistent with these bylaws, state regulations, state statutes, or any special rules the Presidents' Council may adopt.

Article 12: Attendance and Representation at Meetings

In order for the coordination among institutions of higher education in New Jersey to be effective, the communication process among presidents is extremely important. Attendance at all meetings of the Presidents' Council is expected for participating members. Attendance at executive board meetings by presidents that are elected or appointed to the executive board is equally important. Under normal circumstances, substitute representation will not be permitted if a member of the executive board is absent or cannot attend an executive board meeting. In the event of extraordinary circumstances, the executive board may, by majority vote of the executive board, allow a substitute for the respective board member. Any substitute must be a member of the Presidents' Council.

Article 13: Voting Membership

In the deliberations of the Presidents' Council, each member president shall have one vote. All questions coming before the Council shall be determined and decided upon by a majority vote of those voting members present at the meeting, unless otherwise stipulated in these bylaws. No proxy votes will be permitted.

Article 14: Removal of an Officer

Any officer may, upon thirty days written notice, be removed by a two-thirds vote of the voting membership present at a meeting whenever the Presidents' Council determines that removal is in the best interest of the Council.

Article 15: Committees

The committee structure of the Presidents' Council is vital to the interactive cooperation of higher education institutions in the State of New Jersey. The chair of the executive board should make every attempt to involve every member of the Presidents' Council as members of standing committees or ad hoc committees. Every effort should be made to have balanced representation from all four sectors as set forth in Article 8.3 on all committees. The chair, in consultation with the Presidents' Council, shall appoint the following standing committees and committee chairs: academic issues committee, budget and governmental relations committee, advocacy committee, accountability committee, and emerging issues committee. Each committee will each consist of not fewer than five Council members, with the exception of the executive board, and other individuals as the Council shall deem appropriate. Membership on the standing committees will normally be for two years, but may be extended. Designees of presidents may be permitted to serve on standing committees, with the exception of the nominating committee, except that presidents must comprise the majority of both committee members and membership at any meeting and a designee must be authorized by his or her president to vote and not simply observe. At the determination of any committee chair, committee meetings may be convened by means of conference calling or other method of telecommunications. Responsibilities specifically designated to standing committees are meant to be illustrative of the scope and statutory responsibility and should not be construed so as to limit functions subsequently assigned said committees by the chair of the Presidents' Council.

15.1. The Academic Issues Committee will deal with issues of academic interest to the President's Council, i.e., educational, research, service, and administrative. At least two subcommittees will be established, one dealing with New Program Review and the other with Articulation.

15.2. The Budget and Governmental Relations Committee is responsible, on an annual cycle, for developing a budget for the New Jersey higher education system that enables the system to serve its students and other constituencies with effective programs and services. Further, the committee is responsible for successful advocacy

of the budget with the legislative and executive branches of state government. One President should serve as liaison between this committee and the Advocacy Committee.

15.3. The focus of the Advocacy Committee will be on increasing general awareness of New Jersey's higher education system, including what it has to offer and its needs. The Committee will undertake, in conjunction with the Commission on Higher Education, a public relations campaign that will reach the diverse constituents within the state. The committee will address: higher education public relations issues (funding, tuition increases, accountability, tenure, literacy, global competition, changing workplace, technology, etc.), legislative issues/agenda, react to issues and articles about New Jersey higher education, recommend positions on public policy issues as it relates to higher education, and address other issues that may arise.

15.4. The Accountability Committee will coordinate the efforts of the sectors in providing guidance and advice to the Commission on Higher Education as it refines the Performance Funding Indicators and similar policy initiatives. In addition, the Committee will monitor the other reporting requirements related to accountability, and attempt to recommend the strategies that would streamline processes and reduce redundancy, while recognizing the legitimate need for public accountability.

15.5. The Emerging Issues Committee will serve as a clearinghouse and an incubator for the discussion of emerging issues affecting higher education in New Jersey. As a clearinghouse, the Committee will receive requests from external constituents for President's Council consideration of topics and issues and will recommend one of three actions to the Council: referral to the appropriate Council committee, consideration by an ad hoc task force, or determination that the issue is not appropriate for Council action or comment. As an incubator, the Committee should be a proactive forum for the discussion of emerging issues and recommend to the Council those which should be raised for full Council discussion.

15.6. Ad Hoc Committees. The chair shall appoint ad hoc committees as may be deemed necessary to conduct the business of the Presidents' Council. Each ad hoc committee shall have a chair appointed by the chair of the executive board of the Council. Ad hoc committees will be given specific assignments by the Council chair. At the completion of the work of the committee, a report will be issued to the Council chair.

Article 16: Agenda for Meetings

An agenda for each meeting shall be approved by the chair and mailed or delivered by other means to each Council member as early as possible prior to the next scheduled meeting. The notice of such meetings, agenda and materials should be delivered to members of the Council at least seven days before the scheduled meeting, unless it is a special meeting, in which case no less than twenty-four hours notice shall be given. At regular Council meetings the agenda may be revised or changed at the discretion of the

chair or majority vote of the Council, but at special meetings only matters on the agenda may be considered for determination.

Article 17: Amendment and Suspension of the Bylaws

The bylaws may be amended at any regularly scheduled meeting of the Presidents' Council upon twenty days' written notification to all members of the Council. A simple majority of those present will constitute a vote of approval. The bylaws may be suspended at any meeting by a two-thirds affirmative vote of the members present.