

Camden County College

Board of Trustees Policy

Subject: Constitution & By-Laws (Board of Trustees)	Number: 100	Page 1	Of 8
	Date: May 2, 2023		
	Supersedes: December 5, 2017 December 5, 2006, December 7, 2004, November 27, 2001 and November 1, 1993		
	Last Reviewed: May 2, 2023		

PREAMBLE

The purpose of these by-laws is to bring together in readily usable form certain procedures adopted by the Board of Trustees of Camden County College for the guidance of that body in its control and management of the Camden County College.

No part of these by-laws shall in any way limit the authority of the Board of Trustees nor shall it be interpreted to be in conflict with the laws of the State of New Jersey or the policies of the State Board of Education.

ARTICLE I – NAME AND SEAL

The official corporate name of the college established in the County of Camden pursuant to chapter 41, laws of 1962, shall be the CAMDEN COUNTY COLLEGE and the seal of the County of Camden is adopted as the seal of the Camden County College with the date of 1966.

ARTICLE II – PURPOSE

The Camden County College is a comprehensive public two-year college sponsored by the County of Camden and the New Jersey State Department of Education.

The Board of Trustees recognizes the broad range of needs for greater educational opportunity beyond high school in the county and as a result, will offer programs of study to meet the following major purposes:

1. Associate degree programs in the fields of liberal arts and sciences will be provided for students.
2. Associate degree programs in the organized occupational fields of business, health services, industrial and related technologies will be provided for students.
3. Associate degree credit courses will be offered in both college parallel and occupational areas for students.
4. Programs of both degree credit and non-credit will be offered in response to the particular educational, occupational, and cultural needs of Camden County and the community at large.

Camden County College

Board of Trustees Policy

Subject: Constitution & By-Laws (Board of Trustees)	Number: 100	Page 2	Of 8
	Date: May 2, 2023		
	Supersedes: December 5, 2017, December 5, 2006, December 7, 2004, November 27, 2001 and November 1, 1993		
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ARTICLE III – OFFICERS, TERM AND ELECTION

1. The officers of the Board of Trustees shall be a Chair, a Vice Chair, a Secretary, and a Treasurer.
2. The officers shall be elected for one year and shall hold office until their elected successors take office.
3. Officers shall be elected at the organizational meeting, which shall be held in November each year. A majority vote of the members of the Board of Trustees shall be necessary for election.

ARTICLE IV – DUTIES OF OFFICERS

1. *Chair:* It shall be the duty of the Chair to:
 - (a) Preside at all meetings of the Board of Trustees and be entitled to vote at all meetings of the Board.
 - (b) Appoint all committees authorized by the Board and appoint the Chair thereof.
 - (c) Sign all documents on behalf of the Board.
 - (d) Coordinate all Board activities and endeavor to insure that all Board directives and policies are complied with.
 - (e) Make all public statements on behalf of the Board.
2. *Vice Chair:* It shall be the duty of the Vice Chair to:
 - (a) Perform the duties of the Chair in his/her absence.
 - (b) Perform other duties as the Chair may delegate from time to time.
 - (c) Assume the Chairship for the unexpired term of the Chair upon resignation, removal, or death of that officer.
3. *Secretary:* It shall be the duty of the Secretary to:
 - (a) Be responsible for the notices of all meetings of the Board.
 - (b) Be responsible for the minutes of all meetings and custody of official minute books.
 - (c) Be responsible for custody of all official documents and files on the Board.
 - (d) Perform other duties as may be delegated to him/her from time to time by the Board.

Camden County College

Board of Trustees Policy

Subject: Constitution & By-Laws (Board of Trustees)	Number: 100	Page 3	Of 8
	Date: May 2, 2023		
	Supersedes: December 5, 2017, December 5, 2006, December 7, 2004, November 27, 2001 and November 1, 1993		
	Last Reviewed: May 2, 2023		

(In case of absence of the Secretary at a meeting, the Chair may appoint a Secretary Pro-Tempore).

4. *Treasurer:* It shall be the duty of the Treasurer to:
 - (a) Be the Chief Financial Officer of the College and be held accountable for the safekeeping of all monies paid to the College.
 - (b) Keep these funds in special bank accounts in the name of Camden County College, and in bank(s) designated by the Board.
 - (c) Have custody of all corporate funds and securities and shall keep, in books belonging to the Board of Trustees, full and accurate accounts of all receipts and disbursements.
 - (d) Deposit all monies, securities and other valuable effects in designated depositories under the name of the Camden County College.
 - (e) Disburse all funds of the College as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements.
 - (f) Make periodic reports of the financial status of the College at regular meetings of the Board.
 - (g) Perform other duties as may be delegated to him/her or required by or pursuant to law and with the consent of the Board, shall be empowered to delegate such responsibilities as may be necessary in the exercise of his functions as Treasurer.
 - (h) The office of the Treasurer, and any other officer or employee handling funds for the College, shall be bonded in an amount set by the Board of Trustees, the reasonable costs thereof to be borne by the College; or other security for the honest and faithful performance of his duties as shall, in the determination of the Board, afford reasonable protection to the College.

ARTICLE V – COMMITTEES

1. The Standing Committees of the Board shall be:
 - (a) Academic and Student Affairs
 - (b) Business Affairs, Audit and Campus Development
 - (c) Executive Committee
 - (d) Policy Committee
2. Duties of the Standing Committees
 - A. Academic and Student Affairs: all proposed programs of study in all areas of curriculum shall be reviewed by this committee in conjunction with the

Camden County College

Board of Trustees Policy

Subject: Constitution & By-Laws (Board of Trustees)	Number: 100	Page 4	Of 8
	Date: May 2, 2023		
	Supersedes: December 5, 2017, December 5, 2006, December 7, 2004, November 27, 2001 and November 1, 1993		
	Last Reviewed: May 2, 2023		

recommendations of the President. This committee shall make recommendations to the Board as to all matters pertaining to the educational operation of the College. This committee shall also concern itself with and make recommendations to the Board on problems of admissions, counseling, financial aid, student life and activities and other student personnel functions.

- B. Business Affairs, Audit and Campus Development: shall, with the advice and assistance of the President, concern itself with the finances of the College. It shall review and make recommendations to the Board on the receipt and expenditure of funds, the operating and capital budgets and changes thereto. All accounting shall be performed under the general program of accounting recommended by the New Jersey Council of County College's "Statement of Auditing and Accounting Standards for County Colleges".

This committee shall guide the purchase of insurance to protect the Board as a corporate body, its individual members, its appointed officers, and its employees from financial loss arising out of any claim, demand, suite or judgment for any reason. This committee shall develop guidelines for the employment of the prime insurance agent.

This committee shall assume responsibility for long-range facilities planning, development, maintenance and replacement. It shall develop guidelines for the employment of architects and other necessary companies to keep the college functioning on a sound and practical basis.

This committee shall assist the Board in fulfilling its oversight responsibilities relating to the integrity of the College's financial statements, the systems of internal control, the independence and performance of the external audit process, and the College's process for monitoring compliance with legal and regulatory requirements. The committee shall develop guidelines for the employment of the auditors; meet with the auditors prior to the audit and review significant accounting and reporting issues including complex or unusual transactions. The committee shall also meet with the auditors and management following the completion of the audit to review the financial statements, and the auditor's report on the adequacy of internal controls and

Camden County College

Board of Trustees Policy

Subject: Constitution & By-Laws (Board of Trustees)	Number: 100	Page 5	Of 8
	Date: May 2, 2023		
	Supersedes: December 5, 2017, December 5, 2006, December 7, 2004, November 27, 2001 and November 1, 1993		
	Last Reviewed: May 2, 2023		

other findings. The committee may discuss any matters with the auditors that the committee members or auditors believe should be discussed privately, without management present.

This committee shall review the auditor's management letter and management's responses to address any identified internal control findings or issues. The committee shall obtain and review annually a summary of the findings and recommendations of the internal audit staff. This committee shall also provide oversight of the College's Code of Ethics, Conflict of Interest and Whistleblower policies.

C. Executive Committee: shall consist of the officers of the Board and shall have the power to exercise only that authority specifically delegated to it by the full Board of Trustees during the intervals between meetings of the Board of Trustees and such action shall be reported back to the Board of Trustees.

D. Policy Committee: shall consider, address, and recommend as they deem appropriate, with the advice and assistance of the President, those pronouncements to be established as policies of the Board of Trustees which have not already been otherwise assigned by these By-Laws. The President and the President's designees shall be responsible to bring to the committee recommendations for areas and issues which the college believes that there is a need for formal policy to be established or changed. The Committee shall recommend to the full Board for adoption by Resolution those policies or changes to be formally adopted by the Board.

E. Each Standing Committee: shall consist of at least three members, one of whom shall be Chair. The Chair of the Standing Committees shall be appointed by the Chair of the Board of Trustees.

F. The Chair and Vice Chair of the Board shall be ex-officio members with a voting power on all Standing Committees and the President of the College shall be an advisory member of all Standing Committees.

3. Ad Hoc Committees

In addition to the Standing Committees, the Chair of the Board may appoint such ad hoc committees as the Board may from time to time deem necessary in order to conduct its business.

Camden County College

Board of Trustees Policy

Subject: Constitution & By-Laws (Board of Trustees)	Number: 100	Page 6	Of 8
	Date: May 2, 2023		
	Supersedes: December 5, 2017, December 5, 2006, December 7, 2004, November 27, 2001 and November 1, 1993		
	Last Reviewed: May 2, 2023		

4. Advisory Committees
 - (a) The Board of Trustees shall (may) appoint advisory committees of appropriate individuals in the county to assist in supporting and promoting the interests of the College in such areas as the Board may deem appropriate.
 - (b) The Board shall from time to time by resolution specify the functions, membership, term and the chairmen of such advisory committees.

ARTICLE VI – REGULAR MEETINGS

1. The Board shall meet regularly on the first Tuesday of each month at 7:00 P.M. and at such place as the Board may, by resolution, from time to time, determine.
2. Notice indicating hour and place of all regular meetings shall be mailed to all trustees not later than one week in advance.
3. Written minutes of all meetings of the Board shall be distributed by the secretary to all trustees and the President of the College as soon after any meeting as practicable. They shall also be distributed to such other appropriate persons as the Board may, from time to time by resolution, designate.

ARTICLE VII – PROCEDURE

1. An agenda of items of business to come before the meeting shall be prepared by the President of the College and furnished to the trustees with notice of meeting. Items not on the agenda may be considered as new business.
2. The Chair shall preside at meetings and decide on questions of order. In his/her absence, the Vice-Chair shall preside. In the absence of the Chair and the Vice-Chair, the Secretary shall call the meeting to order and a Chair Pro Tempore shall be elected to conduct the business of the Board until the Chair or the Vice-Chair appear.
3. The order of business at each regular meeting shall be as follows:
 - (a) Call to Order
 - (b) Consideration of minutes of last regular meeting of the Board and of any subsequent meetings, and their approval or correction.
 - (c) Communications and/or hearing of the public.
 - (d) Reports of officers and agents:
 - 1.) President's Report
 - 2.) Grants, Contracts & Gifts
 - (e) Committee Reports
 - 1.) Academic and Student Affairs
 - 2.) Business Affairs, Audit and Campus Development

Camden County College

Board of Trustees Policy

Subject: Constitution & By-Laws (Board of Trustees)	Number: 100	Page 7	Of 8
	Date: May 2, 2023		
	Supersedes: December 5, 2017, December 5, 2006, December 7, 2004, November 27, 2001 and November 1, 1993		
	Last Reviewed: May 2, 2023		

- (f) Fiscal Issues
 - 1.) Treasurer's Report
 - 2.) Bid/Contract Recommendations
 - (g) Personnel
 - (h) Old Business
 - (i) New Business
 - (j) Adjournment
4. A majority of the members of the Board (six in number) shall constitute a quorum. All matters properly arising before a meeting at which a quorum is present shall be decided by vote of a majority of the members present unless otherwise specified.
 5. Roberts Rules of Order, Revised, shall govern parliamentary procedure unless otherwise specified.
 6. In case of a tie vote, the question shall be considered lost.
 7. ALL MOTIONS made and seconded shall be considered to be legally before the Board for action unless such MOTION and second shall be withdrawn.

ARTICLE VIII – SPECIAL MEETINGS

1. Special meetings of the Board shall be held on the written call of the Chair or on the written call of five members of the Board upon not less than twelve hours advance notice.
2. The specific matter to be considered at a special meeting shall be stated in writing and no other matter shall be considered at said meeting except with the consent of all members of the Board present at such meeting.

ARTICLE IX – ANNUAL MEETING

The November meeting of the Board shall be the Annual Meeting. Specific businesses of this meeting shall be the election of officers and the annual report of the President.

ARTICLE X – REIMBURSEMENTS AND EXPENSES

1. Members of the Board shall be reimbursed for expenses incurred while performing their duties as members of the Board of Trustees.

Camden County College
Board of Trustees Policy

Subject: Constitution & By-Laws (Board of Trustees)	Number: 100	Page 8	Of 8
	Date: May 2, 2023		
	Supersedes: December 5, 2017, December 5, 2006, December 7, 2004, November 27, 2001 and November 1, 1993		
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2. Expenses shall be paid only upon presentation of a detailed record and itemized list of such expenses on voucher forms to be approved by the Board.
3. Such reimbursement shall be made only upon the approval of the Board of Trustees.

ARTICLE XI – AMENDMENT OF BY-LAWS

1. These by-laws may be amended by a majority vote of all members of the Board present at any regular or special meetings of the Board, succeeding the meeting at which said amendments are proposed.
2. Copies of the proposed amendment(s) shall be mailed to each member of the Board at least five (5) calendar days before being voted upon.