Atlantic Cape Community College
Board of Trustee Bylaws

Legal Status of the Board of Trustees

Official Name
The official name of the county college, established under and by virtue of the laws of the State of New Jersey, shall be Atlantic Cape Community College (hereinafter sometimes referred to as the College).

Official Title
The name of the governing body shall be the Board of Trustees of Atlantic Cape Community College (hereinafter sometimes referred to as the Board).

Official Seal
The governing body shall have a seal, the form and design of which shall be adopted by the Board and the custody of which shall be with the Secretary.

Organization of the Board

Composition of the Board of Trustees
The Board consists of 14 voting members and one nonvoting member elected from the graduating class appointed in accordance with the laws of the State of New Jersey. The College President shall be an ex-officio member of the Board but without vote. Appointment to the Board of Trustees is accomplished as follows: By statute, seven members are appointed by the county executive of Atlantic County, with the approval of the freeholders and three members are appointed by the Cape May County Board of Chosen Freeholders. The county superintendents of schools of Atlantic and Cape May counties are also members of the Board by statute. Two members are appointed by the governor. One non-voting recent alumnus from Atlantic or Cape May County is elected for a one-year term by each year’s graduating class.

Authority
The Board derives its authority from New Jersey Statute 18A:64A-1 et seq and is subject to provisions of the Constitution of the State of New Jersey, the regulations and standards for New Jersey community colleges, and its own policies.

Oath of Office
Each Trustee, prior to taking a seat on the Board, shall take and execute this oath of office:

I, __________ do solemnly swear that I will support the Constitution of the United States and the Constitution of the State of New Jersey and that I will faithfully discharge the duties of the office of Trustee of Atlantic Cape Community College according to the best of my ability.
Individual Members of the Board
The responsibilities of the board designated in this section, and such other responsibilities and powers of the board as are or may be designated in these bylaws, pertain to the Board as such and not to its members individually. No Board member has or shall assume power or responsibility to make decisions affecting the college, the Board, or its agents.

Duties and Responsibilities
The Board of Trustees, responsible to the people of Atlantic and Cape May counties and sensitive to their hopes, ambitions, and needs, shall have the legislative responsibility of formulating broad public policy for community college education in Atlantic and Cape May counties. As the policy-making body, the Board shall be charged with oversight and control of the College. The formulation and adoption of written policies shall constitute the basic method by which the Board exercises this leadership in the operation of the College.

The Board hereby delegates to the President, its chief executive officer, full authority and responsibility for College operations under Board policies.

Without prejudice to powers granted to the Board by the New Jersey Statutes or the regulations and standards for New Jersey community colleges, Board responsibilities include:

- Adoption and periodic review of College mission statement
- Establish general policies for College governance
- Select and appoint the President, who shall be chief executive officer, through whom the Board exercises its control of the College and to whom all other College employees, agents, and professional consultants shall be responsible
- Appoint, upon recommendation of the President, administrative officers, administrative personnel and academic professionals
- Employ a general counsel, college auditor, and other agents as required, and fix their qualifications and compensation
- Approve the annual budget, budget revisions, monthly and periodic financial statements and reports as well as sole source and professional contracts and bids
- Approve the long range planning and provide sufficient physical facilities to carry out the College mission
- Recommend to proper authorities provision of ways and means of adequate financial support
- Serve as a final adjudicating agency for students, employees, and citizens on matters of policy and policy interpretation
- Consider communications and requests from citizens and organizations of Atlantic and Cape May counties on matters of policy, administration, and other items of public concern affecting the College
- Maintain continuous oversight of the College
Officers of the Board

Titles
Board officers shall be a chairperson, vice chairperson and treasurer elected from its membership. The secretary shall be appointed by the Board.

Manner of Election and Term of Office
The chairperson, vice chairperson and treasurer shall be elected at the November reorganization meeting of the Board. They shall assume office immediately upon election and shall serve for one year or until a successor is elected. A simple majority of votes cast shall be required for election. Vacancies occurring after the annual meeting shall be filled by election at the next regular meeting after a vacancy occurred. The new office holder will serve for the remainder of the unexpired term. *(See attached policy and procedure for Board officer succession)*

The president shall be appointed by a majority of all members of the Board. The compensation and term of office shall be determined by the Board which shall execute a contract embracing such terms.

Duties and Responsibilities of Board Officers

Chairperson
Presides at all meetings and decides questions of order and the right to vote

Apports all committees and designates committee chairs, except as otherwise provided in these bylaws

Executes all contracts legally requiring the chair’s signature

Serves as an ex-officio member of all Board committees

Calls special meetings of the Board, as required

Discharges functions as may be prescribed by law

Vice Chairperson
Acts for the chairperson on request or in the chairperson’s absence

Discharges other functions as the chairperson may delegate
Treasurer
Serves as financial officer of the Board and as chair of the finance committee

Manages, with the finance committee, the Board’s review of and action related to the Board’s financial responsibilities

Works with the President and the college’s chief financial officer to ensure that appropriate financial reports are made available to the Board on a timely basis

Assists the chief executive and the chief financial officer in preparing the annual budget and presenting the budget to the Board for approval

Reviews the annual audit and answers Board members’ questions about the audit

Board Secretary
Performs written notification to all Board members regarding meetings

Records, prepares, and distributes regular and special meeting minutes to all Board members

Maintains custody of the College’s official seal, affixes it to official documents, and attests the same by his/her signature

Houses all official Board documents, including Board meeting minutes books.

Maintains an indexed compilation of all Board bylaws and amendments thereto along with policies and all amendments thereto

Conducts official Board correspondence and issues all of its orders

Issues public notices of Board actions as may be required by statutes, bylaws, or resolutions

Perform duties as may be required by law or delegated to him/her by the Board

Initiates correspondence pertinent to Trustee accountability to statutes, by-laws or resolutions

Chief Executive Officer (College President)
The Board carries out its program and exercises it policies through the President who may delegate to subordinate College officers or employees such powers as he may deem appropriate to be exercised under his supervision and direction, subject to requirements of the law.

The President shall be the chief executive officer of the College and shall have the supervision and control of its plant, equipment, operations and employees subject to the directions of the Board.
The President shall attend the meetings of the Board and shall perform such other duties as may be delegated to him by the Board or imposed upon him by or pursuant to the law.

Within the framework of policies adopted by the Board, the President shall exercise discretionary authority in carrying out the responsibilities of the position. He/she shall:

Inform the Board of all significant actions taken under authority delegated to him

Advise the Board in all areas of policy and to make recommendations on all matters that impact the College before action is taken by the Board

To make recommendations to the Board for the appointment of administrative and teaching personnel of the College.

Prepare and submit to the Board an annual budget and budget revisions

Be responsible for the formulation of all reports as may be required by the Board and by local, state, and national agencies

Issue administrative regulations and procedures designed to implement Board policies

Represent the College to the community, in cooperation with the Board and the staff, by interpreting the College’s programs to the public, parents, the media, and community organizations

Execute all contracts and other documents not legally requiring the signature of the Board Chairperson

Prepare and submit to the Board an annual report on College operations, including recommendations for immediate and long-range planning

Serve as the official channel for all contracts between staff members and the Board

Act as CEO and be responsible for the organization of the College and for all executive and administrative duties in connection with its operation

Propose the shape of and maintain the educational program of the College, recommending to the Board such changes in programs and services as he/she deems desirable to fulfill the College mission

Designate, subject to Board approval, an administrative officer or sequence of officers who may serve as acting president during his/her absence
**Board Committees**

**Standing Committees**
The Board may authorize and establish standing committees from its membership. Such committees may study a particular operation or initiative and make recommendations for full Board action. These rules govern standing committees:

A. The committee shall be established through Board action.

B. The committee chairperson and members shall be appointed by the Board chair.

C. It is recommended that committees consist of at least three members but the number shall not reach an amount equivalent to a quorum, in accordance with the Open Public Meetings Act.

D. Committee membership should include representation from each county.

E. The committee shall be provided with specific functions and duties after discussion among the full Board.

F. The committee makes recommendations, but does not act for the Board.

G. The Board Chairperson and College President serve as ex-officio committee members unless there is a quorum of the full Board present. Members of senior staff and/or staff and faculty often attend.

H. Standing committees automatically dissolve after the regular November meeting or at anytime if so resolved by the full Board.

I. Standing Board committees include:

   Academic and Student Affairs
   Foundation
   Budget, Finance and Audit
   Long-Range Planning and Capital Projects
   Diversity and Equity
   Personnel

**Special Committees**
Special Committees may be established for special assignments and are subject to the rules contained in this overall policy, although a special committee dissolves upon completion of its assignment.
Committee of the Whole
The Board reserves the right to meet and work as a committee of the whole for informational discussion and exploratory sessions. No official action shall be taken at these meetings unless advertised.

Academic & Student Affairs
Members review new academic courses/programs, transfer articulation agreements, dual and concurrent enrollment/tech prep and other secondary school articulations, program review outcomes/performance indicators, accreditation reports, and program terminations. Members also review student affairs related to recruitment, admissions, enrollment and student services programs and processes.

Foundation
Members work with the Foundation Board to provide funding and support to the College, its students and educational endeavors, through special-event fundraising and community philanthropy.

Budget, Finance & Audit
Members review financial policies, the annual budget (and recommend it for full Board approval) and monitor financial reports prepared by staff and external auditors.

LR Planning/Capital Projects
Members review capital planning issues including prioritization of construction, maintenance, real estate, and equipment projects as well as the availability of funds to meet these needs. Members also engage in legislative representation on behalf of the Board.

Diversity and Equity
Members review staff and faculty recruiting and hiring practices along with student recruitment and enrollment processes. The committee reviews academic and student support services designed to encourage, retain and graduate minority students and participants in such programs.

Personnel
Members review sensitive and confidential employee matters including recommendations for appointments, resignations, non-renewals and promotions. During negotiations, this committee reviews collective bargaining matters. Members also plan Board development activities and review existing policies/procedures and make recommendations for new policies/procedures.
**Board Meetings**

**Annual Meeting**
The annual meeting (organizational meeting) of the Board of Trustees shall in November as required by the provisions of New Jersey Statute 18A:64A-10. The agenda for the annual meeting shall be:

- Election of officers
- Appointment of standing committees
- Establishment of a regular meeting schedule
- Designation of official newspapers
- Designation of banking depositaries and signatories
- Establishment of regular meetings

**Regular Meetings**
Regular meetings are held 10 times a year, on a day, hour, and at a place to be fixed and determined at the annual meeting. A regular meeting may be set for another date or waived by action of the Board at any previous meeting. A regular meeting can be established for any other date than that fixed at the annual meeting provided that the same shall be fixed for a day not less than seven days after the date when action was taken changing such date.

**Special Meetings**
Special meetings shall be called by the chairperson, or upon written request by four Trustees, or by the president when approved by the chairperson. The notice of any such meeting shall specify the matter(s) to be considered. No other matters shall be considered at special meetings.

**Non-Voting Meeting**
Under special circumstances, a member or members of a Board committee may participate in a non-voting meeting through telephone or video conference call. If a quorum is present or connected via teleconference or videoconference, the non-voting meeting must be advertised in accordance with the “Open Public Meetings Act.”

Also, if a quorum should exist, a site must be designated as the meeting “Hub” and a two-way speakerphone must be present to allow the public to hear the telephone portion of the meeting.

**Adjourned Meetings**
Adjourned meetings may be held as the business of the Board of Trustees requires. At the time of adjournment, the time, date, and place of the continuation of the meeting shall be determined and announced, with said date not less than 48 hours after the meeting which shall be adjourned.

**Executive Sessions**
Executive sessions may be held to discuss any subject permissible under the provisions of the Open Public Meetings Act. In accordance with the act, the Board shall take no formal action on any matter discussed at such sessions.
Meetings in General
All Board meetings, except executive sessions, shall be open and accessible to the public. Except as hereinafter provided, the public shall not be entitled to participate in any meeting and shall not have a right to be heard on any subject. All Board meetings and committees thereof are conducted in accordance with the Open Public Meetings Act. The Board reserves the right to go into executive session at any time during a public meeting, as necessary, in accordance with the Act.

Notice of Meetings
The schedule of regular meetings adopted at the organization meeting shall be mailed to the official newspapers, prominently posted in at least one public place reserved for such announcements, and filed with the clerks of Atlantic and Cape May counties and all others who have duly requested a copy of same. Notice of any revision of said schedule or regular meetings shall likewise be given within seven days following such revision.

Forty-eight hours notice of any other meeting of the Board of Trustees or committees thereof shall be given in the same fashion as provided for notice of the schedule of regular meetings. The notice shall give the date, time, location, and, to the extent known, the agenda of such meeting. Such notice shall also state whether formal action may or may not be taken.

Upon the affirmative vote of three-quarters of the members present, the Board may hold an emergency meeting, notwithstanding the failure to provide the above notice, if such meeting is required in order to deal with matters of such urgency and importance that a delay for the purpose of providing for such notice would likely result in substantial harm to the public interest. Such meeting shall be limited to discussion of and acting with respect to such matters of urgency and importance. Notice shall be given as soon as possible after the calling of such meeting.

Quorum
A majority of the Trustees shall constitute a quorum for the transaction of business at regular and special meetings. A smaller number may call the roll, record the names of absentees, and adjourn to meet at a specified future time. A majority of the members of a committee shall constitute a quorum for the transaction of committee business.

Majority Vote
An affirmative vote of a majority of all Trustees present a regular, special, and committee meetings shall be required for the passage of any motion, except where otherwise provided by law, the regulations and standards for the New Jersey community colleges, or by the provisions of these bylaws.

Agenda
Normally, the agenda shall be prepared by the president one week before a meeting to allow the provision of notices required hereunder and to allow adequate time for Board review. Items that are not on the agenda may be considered by consent of the majority of the Trustees present at the meeting.
Parliamentary Rules

*Robert’s Rules of Order, Revised* shall be followed in conducting the meetings of the Board except as otherwise provided by the Board.

Minutes of Meetings

Minutes of regular and special meetings are public records. Written minutes shall be distributed to the Board and others the Board may designate and shall be posted at the College. The minutes book shall be open to any person and shall be kept on file at the College by the Board secretary as a permanent record of official actions of the Board.

The minutes shall record the names of the members present, subjects considered, actions taken, and the vote of each member. A Trustee voting on an issue may state his/her reasons and have them recorded in the minutes if he/she so requests at the time of voting.

Minutes of executive sessions shall be likewise recorded but shall become a public record only in accordance with the Open Public Records Act.

Minutes shall be recorded of all committee meetings which shall contain the names of the members present, subjects discussed, and recommendations to be made, if any.

Appearances Before the Board

The chairperson reserves the right to fix time limits, not to exceed five minutes, on presentations as he/she deems appropriate to the occasion and may limit the number of spokespersons who appear before it in support of or in opposition to a given issue being considered by the Board. The Board, by majority vote, may extend such limits as it deems appropriate.

Anyone wishing to address the Board shall sign in, with his/her name and address, the Board Secretary prior to the meeting.

Changes in Bylaws and Policies of the Board

Amendments to the Bylaws

These bylaws may be revised, repealed or added to by a majority vote of Trustees present at any regular meeting, provided that the proposed amendment was presented in writing at a previous regular meeting of the Board. Copies of the proposed amendment(s) shall be mailed to each Board member at least seven calendar days before being voted upon.

Lodging of Policy

No matter of policy shall be submitted to the Board for approval or placed on a regular or special meeting agenda for action unless it was presented in writing at a previous regular meeting. This rule may be waived only by the unanimous consent of those Board members present and voting at the meeting when any such proposed action is contemplated.
Miscellaneous Bylaws of the Board

Conflicts of Interest
No Board member or employee shall have a direct or indirect interest, financial or otherwise, in a contract with the College or incur any obligation of any nature, which contract or obligation is in substantial conflict with the proper discharge of his duties in the public interest as provided by law. It shall be the obligation of each Board member or employee of the College to disclose to his immediate superior or to the Board, whichever is appropriate, any personal interest which he may have in any business transaction of the College.

Auditor
An accounting firm shall be retained by the Board to perform any and all accounting and auditing services requested by the Board or required by law.

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

General Counsel
A practicing attorney-at-law shall be retained by the Board to render legal service to the College when needed. Counsel shall attend meetings of the Board.

Security
The Board shall require that each of its members, as well as employees handling College funds, be bonded at College expense to protect the College from loss sustained through fraudulent or dishonest acts or any act of omission performed in the line of official duty. The amount of bond shall be determined by the President.
Code of Ethics for Trustees of Atlantic Cape Community College

1. Application
This code of ethics is applicable to members of the board of trustees and the college president.

2. Definitions
These terms have the following meanings, unless otherwise indicated.

"Board" means the college trustees

"College matter" means any application, award, bid, claim, contract, license, proceeding, resolution or transaction made by, to, against or with the college, or which requires any official action by the board, officers or employees

"Employee" means any person compensated for full- or part-time employment services rendered to the college

"Immediate family member" shall be defined as spouse, child, parent or sibling residing in the same household

"Interest" means any personal, financial, economic, property or other concern amounting to a right, advantage, share or portion inuring directly or indirectly to a trustee or to an immediate family member or domestic partner of a trustee or college president, either singly, or in affiliation with any person or party as defined herein.

"Person or party" means any natural person, association, corporation, estate, partnership, proprietorship, trust or other legal entity.

3. Standards of Ethics
(a) No trustee or president, nor an immediate family member or domestic partner of a trustee or the college president, shall have any interest, financial or otherwise, direct or indirect, or engage in any business or transaction or professional activity, which is in conflict with the proper discharge of the trustee's or the president’s duties to the college.

(b) The prohibitions in section (a) shall also apply to any firm, association or partnership by which the president or trustee is employed, from which the president or trustee receives compensation, or of which the president or trustee owns or controls more than one percent of the profits or assets of that firm, association or partnership. Such prohibitions shall also apply to shareholders, associates or professional employees of a professional service corporation regardless of the extent or amount of their shareholder interest in such a corporation.

(c) No trustee or president shall use his or her official position to secure unwarranted privileges or advantages for himself or herself or others.

(d) No trustee or college president shall act in his or her official capacity in any college matter in which the trustee, the president, an immediate family member or domestic partner of a trustee or
president has a direct or indirect financial interest that might reasonably be expected to impair the trustee's or the president’s objectivity or independence of judgment.

(e) No trustee or college president shall undertake any employment or engage in any business, transaction, service or professional activity, whether compensated or not, which might reasonably be expected to impair the trustee's or the president’s objectivity or independence of judgment in the exercise of his or her official duties.

(f) No trustee or college president shall accept, directly or indirectly, any gift, favor, service, or other things of value under circumstances from which it might be reasonably inferred, or which the trustee or the college president knows or has reason to believe, is offered for the purpose of influencing the discharge of his or her duties as trustee or college president.

(g) No trustee or college president shall knowingly create an impression or suspicion among the public having knowledge of the trustee's or the president’s acts, that he or she may be engaged in conduct violating his or her trust as a public official.

(h) No trustee or college president, nor any member or employee of a firm or corporation with which the trustee or president is affiliated, shall appear or negotiate on behalf of a party not affiliated with the college, in any matter before the college or in any cause or proceeding involving the college.

(i) No trustee or college president shall use, or allow to be used, his or her public office, or any information not generally available to the public, which the trustee or college president receives in the course of or by reason of the trustee's or president’s office, to secure financial gain, unauthorized privileges, advantages or employment for himself or herself, his or her immediate family members, his or her domestic partner, or others with whom the trustee or president is associated.

(j) A trustee and/or college president should devote time, thought and study to the duties and responsibilities of his or her role so as to render effective and creditable service.

(k) As an individual, a trustee has no legal authority outside of the meetings of the board and should conduct himself or herself accordingly with the president, college staff, local citizens, and all facets of the local community.

(l) An important function of the board is to establish college policies and goals and to audit the performance of the president in the fulfillment of these policies and the progress toward goals. However, trustees should leave the conduct of the educational program and the college's business to the president and administration.
4. Disclosure of Potential Conflict

(a) At first knowledge of a transaction involving the college that reasonably could give rise to a conflict of interest, a trustee or the college president shall disclose to the board the precise nature of the interest or involvement of the trustee or president or the trustee's or the president’s immediate family member or domestic partner in any college matter to be considered by the board or administration.

(b) Upon notification of the appointment or reappointment of a trustee, the president shall provide the trustee with a copy of this code of ethics. Within 30 days after the organizational meeting of the board each trustee shall file with the secretary, a form or statement specified by the board which discloses the nature of any financial interest, personal interest or business relationship which the trustee has which relates to the college or which the trustee is otherwise required to disclose under this code of ethics.

5. Enforcement

Violations of this code of ethics may constitute cause for removal of a trustee or president pursuant to N.J.S.A. 18A:64A-9 (Qualifications of appointed members of boards, terms of office, etc.; filling vacancies; no compensation of members) or imposition of other sanctions determined by the board to be appropriate.

This code is in compliance with Executive Order 65 issued by the acting governor of the State of New Jersey on November 15, 2005.

The executive director of the Executive Commission on Ethical Standards maintains authority to grant an exception from the terms of Executive Order 65 if, in the judgment of the executive director, the entity that employs, provides compensation or is owned by the board member or college president is one with which Atlantic Cape Community College may contract with pursuant to N.J.S.A. 52:13D-19 and N.J.S.A. 52:34-10 or where the public interest requires that an exception be made.

Potential or possible conflicts of interest shall be promptly referred by the college attorney to the State of New Jersey Executive Commission on Ethical Standards for an advisory ruling.

Financial Disclosure
The members of the Board of Trustees will comply with public law with regard to the filing of financial disclosure statements.
Board Officer Succession

Policy

The Board acknowledges the need for consistent and experienced internal leadership to help fulfill its role as a body appointed and entrusted to be stewards of Atlantic Cape Community College.

The chairperson, vice chairperson and treasurer serve vital roles in leading fellow trustees and implementing Board initiatives while maintaining effective working relationships with the college president and senior management.

The Board condones its historical practice of leadership succession whereby, after successful completion of two one-year terms, the vice chairperson has often succeeded the outgoing chairperson and the treasurer has ascended to the role of vice chairperson.

Procedure

Each October, the Board chairperson shall appoint five trustees to serve as an officer nominating committee.

The committee is charged with receiving names and ultimately recommending a slate of Board officers for election at the November re-organization meeting.

The committee shall consider each nominee and determine his/her availability and willingness to make the commitment necessary to serve effectively as a Trustee officer before making its recommendation.

In accordance with past practice, if sitting officers have successfully completed two one-year terms including having demonstrated strong attendance, performance and willingness to commit the time and energy necessary, the current Board vice chairperson may be elected chairperson while the incumbent treasurer may be elected vice chairperson.

The nominating committee also brings forth a recommendation for a new treasurer to be voted upon at the November re-organization meeting.

Upon announcement of the committee’s recommendations for office, the Board chairperson shall seek additional nominations from the floor from any Board member. All nominees shall then be voted upon by the full Board.

A simple majority of the members present shall elect the new slate of Board officers.

As in all established Board committees, bi-county representation shall receive strong consideration in the rotation of nominated and elected officers.

Succession policy Adopted 10/06