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Board of Trustees

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Bylaws

(LAST REVISED — September 11, 2017)

Article I -Offices

The principal office of Kean University, body corporate of New Jersey, organized pursuant to a resolution of the Board of Education of the City of Newark, New Jersey, on January 26, 1855, and operating pursuant to the laws of the State of New Jersey, shall be located at the University campus, Union, New Jersey, or at such other place as the Board of Trustees may establish. The Board of Trustees may establish such other offices for the conduct of its business and the business of the University at such other place or places as may from time to time be designated by the Board.

Article II-Seal

Kean University shall have a seal of such form and design as may be adopted by the Board of Trustees. Either the Secretary of the Board or the President of the University, as the Board of Trustees may determine, shall have custody of the Seal.

Article III-Board of Trustees- Establishment and Purpose

Section 1 - Establishment

The Board of Trustees is established pursuant to Title 18A of the New Jersey Statutes Annotated (NJSA) which state, in part, that "the Legislature hereby finds that it is in the best interest of the State that the state colleges shall be and continue to be given a high degree of self-government and that the government and conduct of the colleges shall be free of partisanship. The Legislature finds further that a decentralization of authority and decision-making to the boards of trustees and administrators of the state colleges in the areas of personnel, budget execution, purchasing and contracting will enhance the idea of self-government."

Section 2 - Purpose

The Purpose of the Board of Trustees is to hold the University in trust for the public to forward the overwhelming public need for the interest in education. Representing as it does the public interest and Kean University's mission in behalf of that public interest, rather than any particular constituency of the University, the Board has as its purpose and responsibility the formulation of the specifics of that mission, the establishment of the policies for its fulfillment, and the accountability for seeing to it that those policies are carried out.

Article IV

Board of Trustees- Authority

The Board of Trustees shall have and exercise all the powers and duties granted to it by law and shall have the control and management of the affairs of the body corporate and shall exercise all such powers and do all such lawful acts and things necessary or expedient in the control and management of the affairs of the body corporate. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the body corporate as it may deem proper. In addition to the other powers and duties provided by law and within the general policies and guidelines set by the New Jersey Commission on Higher Education, the Board shall have and exercise the powers, rights and privileges that are incident to the proper government, conduct, and management of the University as well as the control of its properties and funds.

Article V Board of Trustees- Membership and Meetings

Section 1 - Membership

The Board of Trustees shall consist of up to fifteen members appointed by the Governor, each of whom shall have one vote. Based on the recommendation of the President, the Board shall determine the number of appointed members. The President of the University shall serve as an ex officio, non-voting trustee. Two student trustees shall be elected by the students; the primary student trustee shall have one vote and the alternate student trustee shall serve as non-voting. The Student trustees shall attend and participate in meetings and business of the Board of Trustees except those specifically prohibited by law.

Section 2 - Trustee Emeritus

After leaving Board membership, a trustee who has served a full six year term and who has provided outstanding service shall be eligible for nomination as a Trustee Emeritus. Election to Trustee Emeritus status shall be by majority vote of the Board, upon nomination by the Executive Committee. A Trustee Emeritus shall serve for a term of two years and may be re-elected without limit. While the position is non-voting with regard to official actions of the Board, a Trustee Emeritus may be invited to participate in all Board meetings and functions, will be eligible to be appointed by the Chair to serve on any of the Board's advisory special committees, and may be called upon to assist the Board and the President in those matters where the individual's interest, experience and expertise will best serve the University. The number of such positions is discretionary with the Board, however, the honor will be reserved for individuals with a record of distinguished service.

Section 3 – Meetings

The Board of Trustees and its respective committees shall hold all meetings in accordance with the "Open Public Meetings Act", N.J.S.A. 10:4-7 et seq. Unless otherwise approved by the Chairperson, standing committees shall meet on the day of the public meeting of the Board. Meetings of the Board of Trustees shall be held at the principal office of the University or any other place which the Chairperson or a majority of the Board may from time to time designate. Unless otherwise directed by the Chairperson or a majority of the Board of Trustees, there shall be at least four meetings of the Board of Trustees annually which the public shall be entitled to attend, and such other public meetings, as well as executive meetings of the Board of Trustees which the public shall not be entitled to attend, as the Board of Trustees may direct. The date and time of such meetings shall be as directed by the Chairperson or a majority of the Board of Trustees. Special public or executive meetings shall be held whenever called by the Chairperson. The Chairperson shall call an executive meeting of the Board of Trustees whenever so requested in writing by any three Trustees. The Chairperson shall call a public meeting of the Board of Trustees whenever so requested in writing by any five Trustees. Seventy-two hours notice shall be given to each Trustee by the Secretary of each meeting of the Board of Trustees, whether public or executive. Such notice may be given by mail, email, telegram, telephone, or in person. An executive meeting may be held on the same day as a public meeting and vice versa. A majority of the voting Trustees then serving shall constitute a quorum for the transaction of business and the Student Trustee shall count toward a quorum with respect to matters upon which he or she is entitled to vote.

The Trustees present at any meeting, if less than a quorum, may adjourn any meeting from time to time until such quorum shall be present. All questions coming before the

Board of Trustees shall be determined and decided by a majority vote of those present at the meeting and entitled to vote, except that in the fixing of salaries and the employment or termination of employment, transfer or dismissal of any University personnel, a majority vote of the entire voting membership of the Board of Trustees then serving shall be required.

Section 4 - Agenda and Procedure

An agenda for each regular public or executive meeting of the Board of Trustees shall be prepared by the President of the University or if the office be vacant by a designee of the Board of Trustees upon the advice of and after consultation with the Chairperson of the Board of Trustees and a copy thereof shall be forwarded to each member of the Board of Trustees at least seven working days prior to the meeting for which it is prepared. Items not on the agenda may be added thereto by a majority vote of the membership of the Board of Trustees. A report on the condition of the University shall be prepared semi-annually by the President. The report shall include the following areas: academic and personnel affairs; management and financial affairs; student affairs; and advancement and other subjects deemed significant by the President.

Section 5 - Order of Business

The calendar of the Board of Trustees shall be prepared in such form as the Board may determine from time to time. Unless otherwise determined by the Chairperson of the Board of Trustees, the order of business shall be as follows:

- Roll call.
- Proof of notice of meeting.
- Disposition of minutes of previous meeting.
- Election of officers when required.
- Remarks, Chairperson of Board.
- Report of the President.
- Reports of the Committees.
- Executive Session.
- Unfinished Business (when necessary).
- Adjournment.

Unless otherwise directed by majority vote of the Board of Trustees, all meetings of the Board of Trustees shall be conducted in accordance with the parliamentary procedure prescribed in the latest edition of the manual known as Roberts Rules of Order.

Article VI Officers

Section 1 - Officers

The Board of Trustees shall organize annually in the second week of September of each year by the election of a Chairperson, a Vice Chairperson, and a Secretary as provided by law. The Board of Trustees may elect such other officers as the needs of the University may from time to time require.

Section 2 - Chairperson

The Chairperson, elected annually, shall, when present, preside at all meetings of the Board of Trustees. The Chairperson shall be the Chief Executive Officer of the Board of Trustees and shall perform all duties commonly incident to the office and shall have general supervision of the affairs of the Board of Trustees, subject to the approval of the Board of Trustees. The Chairperson shall also be an ex officio member of all standing committees and shall be entitled to vote at all such meetings. The Chairperson shall also report to the Board of Trustees from time to time all matters coming to his or her notice which should be brought to the attention of the Board.

Section 3 - Vice Chairperson

The Vice Chairperson shall have and exercise all the powers and duties of the Chairperson in case of his or her absence or inability to act, and shall perform such other duties as may be prescribed from time to time by the Board of Trustees.

Section 4 - Secretary

The Secretary shall have the responsibility to ensure that all votes and the minutes of all proceedings of the Board are accurately and completely maintained. The Secretary shall preside at any meeting of the Board of Trustees in the absence of the Chairperson and the Vice Chairperson and shall perform such other duties as may be prescribed from time to time by the Board of Trustees.

Article VII President of the University

The Board of Trustees, in accordance with the provisions of the State budget and appropriations acts of the Legislature, shall appoint and fix the compensation of the

President of the University, who shall be the University's executive officer and the Board's chief adviser, and ex officio member of the Board without vote. The President shall serve at the pleasure of the Board. The executive leadership responsibility and management of the University, including the authority to sign documents on behalf of the Board, is delegated to and vested in the President of the University pursuant to the policies of the Board, state regulation, and statute. The President shall have general responsibility for the leadership and management of the University in achieving its mission, objectives, and purpose--including instruction, research, and service--in accordance with the policies of the Board, the laws of the state, and the resources of the institution. All communications to the Board shall be transmitted through the President of the University except as the Chairperson of the Board shall invite communications.

Section 1 - Appointment, Compensation and Evaluation of the President

1. The President, who serves at the pleasure of the Board, shall be appointed and compensated under written contractual conditions approved by the Board of Trustees. Such conditions shall be reviewed annually by the Executive Committee of the Board and any recommended changes will be provided to the Board for approval. 2. The President shall be informally evaluated, in executive session, at the annual meeting of the Board, according to objectives, specific and general, developed by the President and approved by the Board. Objectives for the ensuing year will also be presented at the annual meeting of the Board. 3. The President shall be formally evaluated at least every four years or more frequently as desired by the Board. The evaluation shall be conducted by an external evaluator who shall be appointed by the Board with the approval of the President.

Article VIII Committees

Section 1 - Executive Committee

There shall be an Executive Committee composed of the Board Chair (who shall chair the Committee), Vice Chair, Secretary, immediate past Chair of the Board, if available, and such additional appointees by the Chair of the Board from among the Chairpersons of the Standing Committees of the Board so that the total Executive Committee membership will be no fewer in number than four nor greater than five. If any of the persons so eligible to serve as members of the Executive Committee are unable or unwilling to serve, the Chairperson may appoint another person to serve in his or her place. To the extent permitted by law, the Committee may take action on

behalf of the Board on any emergent matter requiring an immediate decision between regularly scheduled meetings. At the next regular meeting of the Board, the Executive Committee shall report its decisions to the full Board. Any three members of the Executive Committee shall constitute a quorum thereof.

Section 2 - Standing Committees

The Board of Trustees shall have the power to create standing committees which shall report directly to the Board to aid it in carrying on the business of the University. The existence, duties and functions of standing committees may be abolished, changed, altered or added to and new and additional standing committees may be created by the Board of Trustees from time to time at its pleasure, but in the absence of such Board action shall consist of:

- Academic Policy and Programs Committee
- Audit Committee
- Facilities and Maintenance Committee
- Finance Committee
- Governance Committee
- Legal and Personnel Committee
- Student and Community Affairs Committee
- Institutional Advancement Committee
- Nominating Committee

The Board of Trustees shall, immediately after the election of officers, through its Chair appoint the members and designate the Chairperson of each standing committee. The members of the standing committees shall each be members of the Board of Trustees. The Chairperson of the Board of Trustees and the President of the University shall be a member ex officio of each standing committee. The President of the University shall assign an officer of the University to staff each committee of the Board of Trustees.

Section 3 - Administrative and Faculty Committees

The Board of Trustees shall have the power to authorize the President to create administrative and faculty committees for the purpose of carrying on the business and functions of the University. The membership of the administrative and faculty committees shall be appointed by the President of the University in accordance with procedures established in cooperation with the faculty. The committees and their members shall be responsible to and report to the President of the University.

Section 4 - Advisory Special Committees

The Board of Trustees shall be empowered to create special committees to the Board, the members of which need not be members of the Board of Trustees and shall serve at the pleasure of the Board and without compensation. After consultation with the President of the University and upon the advice and consent of the Board of Trustees, the Chairperson shall have the power to appoint the members of such special committees and the Chairpersons thereof. Other than special fundraising committees, special committees shall have a term of no more than two (2) years.

Article IX Board of Trustees Code of Ethics

The Kean University Board of Trustees and its members shall:

- become familiar with, committed to, and abide by the major responsibilities and duties of the Board as set out in the Bylaws of Kean University.
- devote time to learn how the University functions.
- accept the spirit of academic freedom and shared governance, under the authority of the President and the Board of Trustees.
- prepare carefully for, regularly attend, and actively participate in Board meetings and committee assignments.
- vote and speak according to one's individual conviction, yet be willing to support the majority decision of the Board and work with fellow Board members in a spirit of cooperation.
- maintain confidentiality when called for and avoid acting as spokesperson for the entire Board unless specifically authorized to do so.
- support institutional fundraising efforts through personal giving in accordance with ones means and be willing to share in the solicitation of others.
- understand the role of the Board as a policymaking body and avoid participation in the administration of policy.
- understand that the President is the agent of the Board in the conduct of institutional affairs and serves as the formal channel of communication to the faculty, staff and student body.
- ensure that the conduct of the University by the President is evaluated annually.
- learn and consistently use designated institutional channels when conducting Board business.
- avoid any relationships that might be perceived as conflicts of interest.
- refrain from actions and involvements that might prove harmful to the University.

- make judgments on the basis of what is best for the University and for the advancement of higher education.

Article X Amendments

These bylaws may be amended, altered, repealed or added to in any manner not inconsistent with the laws of the State of New Jersey or of the rules and regulations of the New Jersey Commission on Higher Education by the affirmative vote of a majority of the voting members of the Board of Trustees at any public meeting of the Board, provided that a copy of each proposed amendment to be voted upon has been furnished to each member of the Board by the Secretary at least ten days before such a meeting.

The foregoing amended bylaws of the Board of Trustees of Kean University were duly adopted at a meeting of the Board of Trustees held on September 11, 2017.