

New Jersey Association of State Colleges and Universities Bylaws

ARTICLE I: Name

This organization, a public corporation, shall be known as the New Jersey Association of State Colleges and Universities.

ARTICLE II: Objectives

The purpose of this Association is to engage in activities for the collective advancement of its member institutions. The Association shall have perpetual succession and shall have the following powers and responsibilities:

1. To act as an advocate for the needs of its member institutions;
2. To offer services to its member institutions as may be requested from time to time;
3. To adopt an official seal and alter same at its pleasure;
4. To maintain an office at such place or places in the state as it may designate;
5. To sue and be sued in its own name;
6. To borrow money, to issue bonds or notes therefore, and to secure the same by pledge or mortgage of its real and personal property;
7. To acquire, hold and dispose of real and personal property in the exercise of its power;
8. To employ an executive director and other staff as deemed appropriate by the Association; said executive director shall serve as a secretary of the Association and shall be responsible for the administration of all Association activities, including staff services, and shall serve at the pleasure of the Association;
9. To make recommendations, when appropriate and necessary, to the governor, legislature, Secretary of Higher Education, and the Presidents' Council on matters of mutual interest and concern to its member institutions;
10. To promote the role of its member institutions in serving the state's diverse population and regions;
11. To act as a service the member institutions in such ways they may deem appropriate;
12. To consider and make recommendations on appropriate legislation affecting the member institutions;
13. To make appointments that are representative of the member institutions; and
14. To encourage and aid all efforts intended to enhance the quality of the offerings of the member institutions.

ARTICLE III Voting Rights and Affiliated Memberships

Section 1: Voting Members

The Association shall consist of eight (8) voting members to be appointed as follows:
One member from each of the state colleges/universities' trustee boards. In addition, the presidents of the member institutions shall serve as *ex officio* nonvoting members and, in the absence of their trustee member, as alternate members.

Section 2: Voting Rights of Alternate Members

In the absence of a trustee member, an alternate member of the board may serve as a voting member.

Section 3: Association Member Compensation

Members shall serve without compensation, but shall be entitled to be reimbursed for all reasonable and necessary expenses.

Section 4: Quorum/Voting

Five (5) voting members of the Association shall constitute a quorum for the transaction of business. In the absence of an institution's voting member or trustee alternate, the president may serve as the institution's representative for the purpose of a quorum.

All questions coming before the Association shall be determined and decided by a majority vote of those voting members present at the meeting, unless otherwise stipulated in these bylaws.

Section 5: Other Memberships

The Association, by resolution, may establish affiliated membership in the Association and determine dues to be paid by affiliated members. An affiliated member shall be represented by one member from its board of trustees and its president *ex officio*. Affiliated members shall not have the right to vote.

ARTICLE IV: Officers

Section 1: Membership

The officers shall be the chair, vice-chair and secretary, who shall be trustee representatives of the Association, and the chair and chair-elect of the presidents' council, and such other officers as the Association shall determine. In the event of a vacancy, the chair may fill such vacancy in consultation with the Association until the next election of officers.

Section 2: Elections

The Association shall annually elect the officers of the Association. At a regular meeting, the incumbent chair shall appoint a Nominating Committee, whose duty will be the nomination of candidates for the offices to be filled annually, beginning July 1.

Section 3: Terms of Office

The officers shall be elected to one-year terms. The chair and vice-chair shall be limited to serving three (3) consecutive terms.

Section 4: Chair

The chair shall preside at all meetings of the Association and discharge the duties which ordinarily pertain to the office. Unless otherwise provided herein, or otherwise determined by the Association, the chair shall appoint all standing, special and *ad hoc* committees and shall designate the chair of such committees.

Section 5: Vice-Chair

The vice-chair shall preside over all Association meetings in the absence of the chair. In the event that the chair is unavailable, the vice-chair shall serve as acting chair until the chair resumes office.

Section 6: Secretary

The Secretary shall maintain the official seal and bylaws of the Association.

ARTICLE V: The Executive Committee

Section 1: Members

The executive committee shall consist of the five (5) current officers.

Section 2: Duties

The executive committee may be authorized to take specific action or actions at the Association's request, including establishing a process for the evaluation of the executive director. Furthermore, the executive committee is authorized to act for the Association. Such actions shall be subject to ratification at the next meeting of the Association.

ARTICLE VI: Executive Director

The executive director shall serve as the chief executive officer of the Association and shall provide leadership in coordinating the professional work of the Association to enable it to fulfill its purpose as outlined in preceding articles. Additionally, the executive director shall be the chief spokesperson for the Association in articulating its mission and the common interests of its members. The duties and responsibilities of the executive director shall be outlined in a position description to be reviewed periodically by the Association.

ARTICLE VII: Committees

The Association may establish committees to carry out the purposes of the Association.

ARTICLE VIII: Meetings

Section 1: Regular Meetings

Meetings of the Association shall be held on a regular basis as determined by the Association with a minimum of fourteen (14) days' notice. Reasonable efforts shall be employed to provide an agenda as soon as possible.

Section 2: Special Meetings

Special meetings may be called by the chair or executive committee or shall be called upon written request by a majority of the Association's voting membership. Members shall receive at least twenty-four (24) hours' notice of such special meetings with the reason for the meeting. Matters voted upon at a special meeting shall be limited to those announced in the notice.

Section 3: Public Notice of Meetings

All Association meetings shall adhere to the principles embodied in New Jersey’s “Open Public Meetings Act,” Public Law 1975, Chapter 231.

Section 4: Parliamentary Authority

The rules contained in *Robert’s Rules of Order Revised* shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with these bylaws.

ARTICLE IX: Membership Dues

For purposes of defraying the expenses of the Association, the member institutions shall pay the necessary expenses incurred by the members and shall appropriate annually such sums for dues as may be assessed by the Association. The assessment shall be made only upon a two-thirds vote of the membership present at the meeting, after notice of the taking of that vote shall have been given to each on the state colleges and universities upon a graduated scale according to the proportion of state appropriations for operating aid received by the state colleges and universities, and shall be assessed on affiliated members according to terms adopted under Article III, Section 5.

ARTICLE X: Amendments of Bylaws

These bylaws may be amended at any regular meeting of the Association by a two-thirds vote, provided the amendment has been submitted in writing at the previous regular meeting.

ARTICLE XI: Voidable Acts

Any action taken by the board at a meeting which does not conform with the provisions of the bylaws shall be voidable in a proceeding in lieu of prerogative writ in the Superior Court, which proceeding may be brought by any person within 45 days after the action sought to be voided has been made public; provided, however, that the board may take corrective or remedial action by acting *de novo* at a public meeting held in conformity with the bylaws and other applicable laws regarding any action which may otherwise be voidable pursuant to this section; and provided further that any action for which advance public notice of at least 48 hours is provided as required by law and shall not be voidable solely for failure to conform with any notice required in the bylaws.

*Adopted June 1985
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