



**BYLAWS OF THE BOARD OF TRUSTEES**  
**(As Amended December 17, 2009)**

**I. PURPOSE, POWERS AND MEMBERSHIP**

1. The Board of Trustees shall have and exercise the powers prescribed by the laws of the State of New Jersey, which include (a) acting in an overall advisory capacity, (b) controlling properties, funds, and trusts as permitted by statute, (c) sole authority over the investment of funds under its control, (d) representation on the membership of the committees of the several colleges of the University, (e) electing five of its members to membership on the Board of Governors, and (f) provide advice and consent to the Board of Governors on the appointment of the President of the University.
  
2. As prescribed by the laws of the State of New Jersey, and as further specified by the Board of Trustees, the membership of the Board of Trustees shall consist of sixty Trustees classified as follows:
  - A. One ex-officio Trustee without a vote, the President of the University.
  
  - B. Eleven public Trustees, including five public Trustees appointed by the Governor of the State of New Jersey to the Board of Trustees, and six public Trustees appointed by the Governor to the Rutgers University Board of Governors, with the advice and consent of the New Jersey Senate.
  
  - C. Twenty alumni Trustees, elected by the Board of Trustees.
  
  - D. Twenty-eight charter Trustees, of whom at least three shall be women, elected by the Board of Trustees. Commencing with the charter Trustee election of 1991 and continuing biannually thereafter, with the final total of three being reached in 1995, three of the charter Trustees shall be initially elected as undergraduate students entering their junior year at the University following the completion of a minimum of two full years of study at the University. Efforts will be made to the extent possible to diversify representation among the three Rutgers campuses in the selection of the student charter Trustees. Commencing in 1995, at least one of the three student charter Trustee seats shall be occupied by a student from the Camden or Newark campuses. If a student charter Trustee resigns during his or her term of office, the vacancy shall be filled by an undergraduate student entering his or her junior year at the University following the completion of a minimum of two full years of study at the University.
  
3. From time to time the Board may elect as Trustees Emeriti former members of the Board who have rendered distinguished service to the Board and the University. Trustees Emeriti shall enjoy all privileges of membership except the vote.

## II. MEETINGS OF THE BOARD

1. At least three regular meetings and one annual meeting of the Board shall be held each year, upon the call of the Chair, on the campuses of Rutgers University, or at such other place in New Jersey as the Board or the Chair shall designate, at such time as shall be specified in the notice of the meeting. At least one meeting each year shall be held on the Camden and Newark campuses, respectively, unless prohibited by extenuating circumstances, and the annual meeting shall be held on the New Brunswick campus.
2. An agenda for each meeting shall be prepared by the Chair, in consultation with the President, which shall be transmitted to each Trustee, including each Trustee Emeritus, at least five days prior to each meeting.
3. An annual meeting shall be held during the month of April, May or June in each year, upon the call of the Chair, for the election or appointment of Governors, Trustees, Trustees Emeriti, and officers, and members of the Executive Committee, the Nominating Committee, and the Rutgers Research and Educational Foundation, and for the consideration of such other business as may require action by the Board.
4. Special meetings of the Board may be called by the Chair, or by the Secretary upon the written request of seven or more Trustees, upon notice to the Trustees not less than 48 hours prior to the hour fixed for the meeting, stating the purpose of the meeting.
5. Meetings of the Board of Trustees shall be in conformance with the Open Public Meetings Act, P.L. 1975, Chapter 231 (N.J.S.A. 10:4-6, et seq.) and any amendment thereto. It is the policy of the Board that all Trustees attend all meetings of the Board and all Committee meetings in person whenever possible. When such a Trustee determines such attendance is not feasible, the Chair of the Board or the Chair of a Board Committee may permit participation by the Trustee via telephone conference call or videoconferencing. All such requests should be made to the Secretary of the University, who shall in turn consult with the Chair of the Board of Trustees for the Board of Trustees meetings or the Chair of the Committee for the Committee meetings, at least two days in advance of the meeting. It is the policy of the Board that the use of such communications equipment should be requested and permitted only sparingly.
6. Recognizing the authority and responsibility invested in the Board of Trustees for the shared governance of the University, regular attendance at full Board and committee meetings is expected of all Trustees with the exception of Trustees Emeriti. Specifically, within a two-year rolling period, each Trustee is expected to attend a minimum of two-thirds of all Board of Trustees meetings (including full meetings of the Board, as well as the Trustee's assigned Trustee Learning Group meetings and assigned Board of Governors committee meetings). Each June the Board of Trustees Executive Committee will meet to review the attendance of each Trustee. The Executive Committee may direct the Chair (or the Vice Chairs) to meet with any Trustee whose attendance falls below the two-thirds expectation. Attendance will also be a factor in determining whether a sitting Charter or Alumni Trustee will be renominated for a second term.

### **III. OFFICERS OF THE BOARD**

1. The officers of the Board shall be a Chair, two Vice-Chairs, a Treasurer, a Secretary, and an Assistant Secretary, all of whom shall hold office until the annual meeting next succeeding their election and until their respective successors shall be elected, so long as they shall continue to be Trustees, except that the Treasurer, the Secretary, and Assistant Secretary shall not be required to be Trustees and shall normally be the Senior Vice President for Finance and Administration, the Secretary of the University, and the Assistant Secretary of the University, respectively. The Chair and Vice-Chairs shall be ineligible to succeed themselves in their respective offices after serving three consecutive one-year terms.
2. The Chair shall preside over and be the chief officer of the Board; he or she shall be an ex officio member of all committees. In the absence or disability of the Chair, the Vice Chair designated by the Chair, or, in the absence of such designation, the Vice Chair who is senior in service, shall serve in his or her stead.
3. The Secretary shall attend all sessions of the Board and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform like duties for the committees of the Board when required. He or she shall give notice of all meetings of the Board and of its committees and shall perform such other duties as may be prescribed by the Board or by the Chair. In the absence of the Secretary, the Assistant Secretary shall perform such duties.
4. The Treasurer shall act as the chief fiscal officer of the Board.
5. In case of the absence of any officer of the Board, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer, or to any Trustee, for the time being.

### **IV. COMMITTEES OF THE BOARD**

1. The Board shall have the following committees, the Trustee members of which, with the exception of the Executive and Nominating Committees, shall be appointed by the Chair following each annual meeting:
  - A. Standing Committees
    - (1) Executive Committee. This committee shall consist of not less than seven nor more than nine Trustees, including the Chair and Vice Chairs of the Board, elected at the annual meeting. Except as limited by statute, it shall have and exercise any and all powers of the Board in the intervals between meetings of the Board and shall be available for consultation and advice with the President, the Chair of the Board of Trustees, and the Chair of the Board of Governors as may be desired. No member of the Executive Committee shall serve for more than three consecutive one-year terms, except that any member who may be elected Chair or Vice-Chair of the Board shall continue his or her

membership until his or her term of service as an officer of the Board expires. At the request of the Chair, meetings of the Executive Committee may be convened via telephone conference call.

- (2) Nominating Committee. This committee shall consist of not less than three Trustees elected at the annual meeting. Each member of the Nominating Committee shall serve for one three-year term and shall not be immediately eligible for another term, and the chair of the Committee shall serve as chair for no more than two years. The chair of the Committee shall be appointed by the Chair of the Board. Members shall be elected according to a rotation system so that no more than two members shall be elected in one year except in cases of resignation or death when a successor shall be elected to fill the unexpired term. In addition to the above mentioned members of the Committee, all former Chairs of the Board who are still active members of the Board may serve on the Committee.
  - (a) At each annual meeting, the Committee shall make the following nominations: officers of the Board; members of the Executive Committee; members of the Nominating Committee; members of the Rutgers Research and Education Foundation; and Governors and Trustees who are to be elected at such meeting, including Trustees Emeriti and alumni Trustees recommended in accordance with the Alumni Trustee Selection Process approved by the Board on June 12, 2008 and student charter Trustees recommended by the University Senate to be selected by the Committee from among at least three names to be submitted by the University Senate for each student charter Trustee vacancy. It shall also make nominations from time to time in order to fill vacancies in the foregoing positions arising from resignation or death. Nominations may also be made by an instrument or instruments in writing signed by at least seven Trustees and filed with the Secretary at least ten days before the date on which the election will take place. From time to time the Committee shall also nominate former Trustees for election as Trustees Emeriti.
  - (b) Upon expiration of the maximum statutory period for service as an alumni Trustee or as a charter Trustee, two consecutive six-year terms, or equivalent service as a Trustee for at least twelve of the preceding sixteen years, there shall be a presumption against the renomination of an alumni Trustee or a charter Trustee until four years have elapsed since the last year of service.
  - (c) There shall be a presumption against the renomination of a Trustee or former Trustee who, at the conclusion of the term for which nomination is proposed, will have served a total of more than twelve of the last sixteen years.

- (d) In considering nominations to fill charter Trustees vacancies, the Committee shall actively seek able individuals, prepared to serve the University, who otherwise might not be proposed for membership on the Board.

B. Joint Committees

- (1) Joint committees are created by actions of the Board of Governors and the Board of Trustees.
- (2) Committee on Investments. This Committee, which shall meet at least quarterly, shall consist of four Governors and four Trustees of whom one shall be designated as chair by the Chair of the Board of Trustees. It shall oversee the investment of funds and monetary assets under the control and management of the respective Boards and advise each on the policy and procedure with respect thereto, including retention of investment advisers and oversight of the adviser's function in accordance with the University's Investment Policy.

C. Trustees' Membership on Board of Governors' Committees. The Board of Governors and the University place great emphasis on the level of professional and personal experience and knowledge of members of the Board of Trustees, and shall request the advice and counsel of Trustees on a variety of University matters. The Chair of the Board of Trustees shall name the candidates from the Board of Trustees, and the Chair of the Board of Governors shall then appoint the membership from these candidates to serve in an advisory capacity on each of the following Board of Governors' committees:

- (1) Committee on Audit.
- (2) Committee on Finance and Facilities. In particular, the Trustees serving on this committee shall make recommendations to the Chairs of the Boards of Governors and Trustees and to the President with respect to buildings, grounds, and other property of which the Board of Trustees has control pursuant to Rutgers, The State University Law enacted in 1956 (N.J.S.A. 18A:65-1 et seq.), which is also known as the "Rutgers Act of 1956."
- (3) Committee on Academic and Student Affairs.
- (4) Committee on Alumni and University Relations.
- (5) Committee on Intercollegiate Athletics.

D. Special Committees. The Chair of the Board may also appoint special committees from time to time and prescribe their powers and duties.

2. All committees shall report to the Board from time to time and make such recommendations as they may deem appropriate, and shall advise with respect to such matters within their province as may be requested by the President or the Chair of the Board.
3. Members of all committees shall hold office until the next annual meeting following their appointment, or until their successors shall be appointed. In the event of a conflict of interest, a Trustee may be reassigned to another committee at the discretion of the Chair.

## **V. TRUSTEE LEARNING GROUPS**

1. Trustee Learning Groups shall provide Trustees with a number of opportunities to learn about undergraduate/graduate education, key academic issues, and university initiatives on the three Rutgers' campuses, and will enhance the Trustees' value in their advisory role to the Board of Governors. From time to time, the Board of Trustees will monitor and review this process to ensure its effectiveness and to make appropriate modifications if necessary.
  - A. Campus-Based Trustee Learning Groups. There shall be three campus-based Trustee Learning Groups, one for each campus — Camden, Newark, and New Brunswick.
  - B. Standing and Special Trustee Learning Groups. There shall also be standing Trustee Learning Groups for Intercollegiate Athletics, University Libraries, and Research Activities. The Chair of the Board of Trustees may appoint and dissolve special Trustee study groups on critical areas related to academics and other important university matters.

## **VI. FISCAL YEAR**

The fiscal year shall begin on the first day of July and end on the thirtieth day of June in each year.

## **VII. BYLAWS AMENDMENTS**

These Bylaws may be amended or supplemented by the affirmative vote of two-thirds of those present at any regular meeting or at any special meeting called for that purpose. Five days' notice of any proposed amendment or supplement shall be given, either setting forth such proposed amendment or supplement in full or summary thereof.

Adopted November 2, 1956.

Amended: June 1, 1957; September 26, 1958; June 13, 1960; February 10, 1961; January 29, 1971; September 15, 1972; November 3, 1972; September 19, 1973; December 4, 1974; June 15, 1977; April 23, 1980; February 18, 1982; April 21, 1983; June 16, 1988; October 19, 1989; June 14, 1991; October 20, 1994; April 20, 1995; October 16, 2003; June 12, 2008; April 30, 2009; June 25, 2009; October 29, 2009; December 17, 2009.