

BY-LAWS OF THE BOARD OF TRUSTEES
of
NEW JERSEY INSTITUTE OF TECHNOLOGY

The successor

of

Schools for Industrial Education

of

Newark, New Jersey

Originally Adopted by the Board of Trustees on

March 20, 1959

and as subsequently amended 1973, 1976, 1977, 1995, 2005, 2009, 2012, 2014, 2015 and 2016
with technical revisions made in 2000

ARTICLE I. GENERAL

Section 1. Name: The name of the entity pursuant to the laws of the State of New Jersey (N.J.S.A. 18A:64E) is legislatively designated as New Jersey Institute of Technology, (hereinafter referred to in these By-Laws as NJIT).

Section 2. Location: NJIT is located in Newark, New Jersey. Nothing contained in these By-Laws shall prevent the holding of meetings or the transaction of business pertinent to NJIT at some other place, either within or outside of New Jersey, upon such notice as is proper and otherwise in accordance with New Jersey's Open Public Meeting's Act.

Section 3. Fiscal Year: The Fiscal Year of NJIT shall be from July 1st to June 30th.

ARTICLE II. MEMBERS OF THE BOARD OF TRUSTEES AND THEIR POWERS

Section 1. Number of Trustees and Their Appointments: Membership of the Board of Trustees shall consist of the Governor, or his designee, and the Mayor of Newark, as ex officio nonvoting members, up to 15 citizens of the State appointed by the Governor with the advice and consent of the Senate. The Board shall recommend potential new members to the Governor. The composition and size of the Board of Trustees shall be determined by the Board. The terms of office of appointed members shall be for four years which shall commence on July 1 and expire on June 30. All Trustees shall serve after the expiration of their terms until their successor shall have been appointed and qualified. Trustees appointed by the Governor may be removed from the office by the Governor, for cause, after notice and opportunity to be heard.

Section 2. Powers: In addition to any and all powers conferred by applicable statutes, the Board of Trustees shall have authority as provided by general law consistent with and required for the effective fulfillment of the objectives and purposes of NJIT.¹ The Board shall have authority to delegate to Officers of the Board and Committees thereof and to Officers of NJIT, such powers not otherwise forbidden by law to be so delegated.

Section 3. Custody of Funds: The Board of Trustees shall have the custody of NJIT's funds and securities and shall designate the depositories of such funds and securities. The Board shall also designate who shall sign checks or withdrawals on depositories and who shall transfer title to securities.

Section 4. Vacancies: Vacancies in the Board of Trustees shall be reported to the Governor of the State of New Jersey and filled by appointment as set out in Section 1 above for the unexpired term only. Recommendations by the Board to the Governor are authorized and expected.

ARTICLE III. OFFICERS OF THE BOARD AND NJIT

Section 1. Officers: The Officers of the Board of Trustees shall consist of a Chairperson and one or more Vice-Chairpersons, who shall be members of the Board and who shall be elected at the annual meeting in July and continue in office until the next annual meeting or until a

¹ N.J.S.A. 18A:64E-13 et. seq.

successor has been elected or appointed, whichever later occurs. The Board may, in its discretion, designate a Chair-Elect to succeed to the position of Chair. There shall be a Secretary and a Treasurer to the Board, annually appointed by the Board, who also may be an Officer of NJIT. There may be an Assistant Secretary and/or an Assistant Treasurer to the Board as specially appointed by the Board for a term to be determined by the Board. There shall be a President of NJIT and such other officers of NJIT as shall be approved and appointed by the Board, consistent with law. The President of NJIT shall be the chief executive officer to the Board, and may be the Secretary or Treasurer to the Board, but shall not be a member of the Board.

Section 2. Duties of the Officers: The duties and responsibilities of the Officers of the Board of Trustees and NJIT shall be as follows:

- A.** An Honorary Chairperson of the Board, if and when appointed, shall be a former Chairperson of the Board and a member of the Board and shall perform such duties as may be specifically assigned from time to time at the direction of the Chairperson of the Board, or the Board of Trustees.
- B.** The Chairperson of the Board shall be the chief executive officer of the Board of Trustees and shall be authorized to perform such duties as are normally incident to the office of the Chairperson of a New Jersey public corporate entity and consistent with applicable law. The Chairperson shall preside at all meetings of the Board and decide all questions of order. It shall be the Chairperson's duty to require that the By-Laws are complied with in letter and spirit, and that the duties of the executive Officers of NJIT, are properly entered into and executed. The Chairperson shall, for and on behalf of the Board and NJIT, sign all instruments, contracts, evidence of indebtedness, diplomas and other documents authorized by the Board. The Chairperson may, when and where formally authorized by the Board, delegate such duties to the President of NJIT, or such other Officers at NJIT as determined prudent to act on the Chairperson's behalf. The Chairperson of the Board shall also perform such other duties as these By-Laws shall hereafter prescribe or as may be, from time to time, delegated to the Chairperson by the Board.
- C.** A Vice Chairperson of the Board of Trustees, in case of absence or disability of the Chairperson of the Board, shall perform the duties of the Chairperson of the Board. In the absence or disability of both the Chairperson of the Board and Vice Chairperson, the Board shall appoint a Chairperson pro-tempore who shall perform the duties of the Chairperson of the Board.
- D.** The President of NJIT shall be the chief executive and administrative officer of NJIT. It shall be the President's duty to execute and make effective the policies, orders, decisions and other acts of the Board of Trustees in administering NJIT. The President shall also have such authority and

perform such duties as may be delegated or conferred by the Board or by the Chairperson of the Board. The President shall attend all regular meetings of the Board, unless excused by the Board.

The Board is vested with the authority to appoint and fix the term of office of the President. Presidential search procedures shall be conducted in accordance with the Board's statutory authority to appoint the President and to determine the President's duties, pursuant to N.J.S.A. 18A:64E-18(g). The Board shall establish written guidelines for the search process. The Board shall develop and adopt the Presidential position profile at the time of the commencement of the search. The search process shall recognize the role of shared governance and shall include procedures which are inclusive of a broad representation of the university community.

- E.** The Secretary shall attend all meetings of the Board of Trustees, unless excused by the Board, and shall keep accurate records of meetings. The Secretary shall transmit to each Trustee, a copy of the minutes of all meetings of the Board, and make same available to the public as appropriate and consistent with New Jersey's Open Public Meetings Act. The Secretary shall give notice to the members of the Board of all meetings of the Board. The Secretary shall be the custodian of records, books, deeds, contracts, documents and papers of the Board. The Secretary shall attest, by his or her signature, all instruments, contracts and documents executed by the duly authorized Officers of the Board on behalf of and in the name of NJIT or the Board. The Secretary shall have custody of the corporate seal and be responsible for its proper use in authenticating documents.
- F.** The Assistant Secretary shall have such authority and perform such duties as may be delegated or conferred by the Board of Trustees or by the Chairperson of the Board, or by the President of NJIT.
- G.** The Treasurer shall have responsibility for maintaining complete and accurate accounts or receipts and disbursements of NJIT and for assuring that all money and other valuable effects are deposited as designated by the Board of Trustees. The Treasurer shall make an annual report at the annual meeting and submit at each regular meeting a summary statement in writing of receipts and disbursements and of such changes as may have been made in the invested funds of securities of NJIT.
- H.** The Assistant Treasurer shall have such authority and perform such duties as may be delegated or conferred by the Board of Trustees or the Chairperson of the Board or the Treasurer.

ARTICLE IV. COMMITTEES OF THE BOARD

Section 1. Standing and Special Committees: The Board of Trustees may create such standing and special committees as the Board from time to time shall deem appropriate. Unless and until otherwise provided for in these By-Laws, there shall be the following standing committees appointed annually by the Chairperson:

Executive Committee – The Executive Committee consists of the Chair, the Chair-Elect and the Vice-Chair(s) of the Board. If there is only one Vice-Chair serving, the Chair of the Audit and Finance Committee shall serve as the second Vice-Chair. The Executive Committee may act, if necessary, on behalf of the Board, subject to subsequent ratification of the Board and consistent with the Open Public Meetings Act. The Executive Committee is responsible for oversight of governmental relations, personnel, executive compensation and strategic and long-range planning. The Executive Committee shall also serve as the Compensation Committee, having the responsibility to establish and evaluate the compensation and performance measures for the President, Vice-Presidents and other senior administrators of the university. The Executive Committee shall further serve as the Governance Committee, that oversees matters directly affecting the governance of the university, including the periodic review and update of the Board bylaws.

Building and Grounds Committee – The Building and Grounds Committee considers and makes recommendations to the Board concerning campus master planning, and facilities planning, including property acquisition, new construction and renovation, and landscaping.

Academic Affairs and Research Committee – The Academic Affairs and Research Committee considers and makes recommendations to the Board concerning the nature and demonstrable quality of student learning, academic structure and programs, and the nature of the research structure and agenda and the quality of their results.

Advancement Committee – The Advancement Committee considers and makes recommendations to the Board concerning development, including fund raising campaigns, marketing and public relations, and alumni relations programming.

Audit and Finance Committee – The Audit and Finance Committee assists the Board in its financial and regulatory compliance oversight. This Committee considers and makes recommendations to the Board concerning the annual budget, audit results, risk analysis, financial commitments and transactions requiring Board approval, including borrowing, consistent with the Audit Committee Charter. The Audit and Finance Committee shall also serve as the liaison for receiving the independent auditor's report. The Chairperson of the Committee shall have accounting or related financial management expertise and the Board shall endeavor to ensure that a majority of the members of the committee shall have such expertise.

Nominating Committee –The Nominating Committee recommends to the Board candidates for officers of the Board to be elected or appointed. Additionally, the Nominating Committee makes recommendations to the Board of potential members of the Board to be recommended to the Governor for appointment to the Board.

Campus Life Committee – The Campus Life Committee oversees and make recommendations to the Board to policies and strategic plans affecting campus life, and reviews the outcomes of campus life, which outcomes include but are not limited to the recruitment and retention of students; the engagement and satisfaction of students and the greater NJIT community; and intellectual and personal growth of community members.

Joint Committee on Investments – The Joint Committee on Investments oversees the joint investment portfolio of NJIT and the Foundation at NJIT and reports on an annual basis to the Board on the performance of the investments and makes recommendations to the Board concerning management of the Investment portfolio, as required by the Board. In emergent situations, the Joint Committee on Investments may take immediate action as necessary and prudent, in which case the Board of Overseers will be informed as soon as possible of the actions taken for their consideration and/or possible ratification. Similarly, the Board of Trustees shall be informed of such actions as soon as possible. The Board directs members of the Joint Committee on Investments who are members of the Board of Trustees to represent the consensus of the Board on the Joint Committee on Investments. A member of the Audit and Finance Committee shall serve on the Joint Committee on Investments, in addition to one member who may be appointed by the Chair of the Board of Trustees.

The Standing Committees shall be advisory in nature and shall have no authority to take any action on behalf of the Board of Trustees. They shall make proposals and recommendations concerning their respective spheres to the Board for its consideration.

ARTICLE V. MEETINGS OF THE BOARD OF TRUSTEES

Section 1. Meetings and Notice of Meetings: Regular meetings of the Board of Trustees shall be held at least four (4) times per year, unless as any meeting members of the Board vote to cancel or postpone a future scheduled meeting. The time and place of the meetings shall be set by the Board. Notice of the regular meetings, naming the time and place thereof shall be given by the Secretary by mail to every member at their last known address at least one (1) week in advance of the scheduled meeting, and shall be noticed to the public in accordance with the New Jersey Open Public Meetings Act.

Section 2. Annual Meeting: The regular July meeting of the Board of Trustees shall be the annual meeting of the Board, unless and until such other time as the Board may designate, as properly noticed and scheduled.

Section 3. Special Meetings: Special meetings of the Board of Trustees may be called by the Chairperson, Vice-Chairperson, or by any three (3) Trustees on at least forty-eight (48) hours

notice to each Trustee, and the public, disclosing the time, date and location of the meeting, and its agenda to the extent known and whether formal action is contemplated at the meeting.

Section 4. Nominating Committee: By April 1st of each year, the Chairperson of the Board of Trustees shall appoint a Nominating Committee of the Board which shall, not less than thirty (30) days before the date of the annual meeting in July, cause to be distributed to the members of the Board a report recommending candidates for office to be elected or appointed at the annual meeting. Nominations from the floor shall nevertheless be permitted at the annual meeting. Members of the Nominating Committee shall be eligible for nomination as officers of the Board.

Section 5. Quorum: A quorum shall consist of a majority of the filled, constituted membership of the Board of Trustees. All decisions of the Board shall require a quorum and must be made by majority vote of the members of the Board present.

Section 6. Order of Business: The order of business at all regular or special meetings of the Board of Trustees shall be consistent with the mandates of the Open Public Meetings Act.

ARTICLE VI. AMENDMENTS

Any By-Law of the Board of Trustees may be amended or repealed by a vote of a majority of all members of the Board, notice thereof having been given to the members of the Board at least one (1) month before being acted upon, provided, however, that the requirement of one (1) month's notice may be suspended by the unanimous vote of the members of the Board attending a meeting at which a quorum is present.

ARTICLE VII. INDEMNIFICATION OF TRUSTEES AND OFFICERS

Each Trustee of the Board, or Officer, now or hereafter serving on the Board of Trustees, or on behalf of NJIT, or serving any other organization or entity at the request of the Board because of NJIT's interest therein, or their heirs, executors, administrators and any other legal representative of any such Trustee or Officer, shall be indemnified and held harmless by NJIT from and against all costs and expenses which may be imposed upon or reasonably incurred by the Trustee or Officer in connection with or resulting from any claim, action, suit or proceeding in which the Trustee or Officer may be involved by reason of the Trustee or Officer being or having been a Trustee or Officer of the Board, or of any such other organization or entity, whether or not the Trustee or Officer continues to be a Trustee or Officer at the time such costs and expenses are imposed or incurred. The right to indemnification set forth in this Article is subject to the terms of the University Policy on Indemnification.

ARTICLE VIII. ACTION IN THE EVENT OF EMERGENCY

Section 1. Powers and Duties of Officers: In the event of a national emergency declared by the President of the United States or the person or persons performing their functions, which emergency prevents, affects or may prevent or affect normal operations, the Board of Trustees shall have the power, in the absence or disability of any of the officers of NJIT or upon the

refusal of any Officer to act, to delegate and prescribe such Officer's powers and duties to any other Officer or to any Board member or person employed by the Board for that purpose.

Section 2. Powers and Duties of Board Members: In the event of a state of disaster of sufficient severity to prevent or seriously affect the conduct or management of the affairs and business of NJIT by the Board of Trustees and Officers as contemplated by the By-Laws, any two (2) or more available members of the Board shall have the power and authority vested in the Board for the conduct of the affairs and business of NJIT during the period when it is impossible to conduct such business in the normal way.

Section 3. Succession of Officers: The Board of Trustees shall from time to time determine the succession and authority with respect to the management of NJIT in the event that, due to such emergency, any Officer is unable to assume or to continue the Officer's normal executive duties or cannot be located.

ARTICLE IX. MISCELLANEOUS

Section 1. Gender Neutrality: All reference in these By-Laws to one gender designate either gender as appropriate to the incumbent.