

NEW JERSEY INSTITUTE OF TECHNOLOGY
RESOLUTION TO AMEND ARTICLE III OF THE
BYLAWS OF THE BOARD OF TRUSTEES

WHEREAS, in furtherance of its review of best practices in Board governance, the Board of Trustees (“Board”) wishes to amend Article III of the Board’s Bylaws (“Bylaws”); and

WHEREAS, the Bylaws provide that the Board shall appoint and approve the Officers of New Jersey Institute of Technology (“NJIT” or “University”); and

WHEREAS, the Board wishes to amend Article III of the Bylaws to amend the description of the appointments of University officers; and

WHEREAS, these amendments will enable the Board to continue to govern in the best interests of the university; and

NOW THEREFORE BE IT RESOLVED, that the Bylaws are hereby amended as follows:

1. Article III (Officers of the Board and NJIT), Section 1 (Officers) is amended to eliminate the current description of Section 1 (Officers) and replace same with the following language:

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 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 shall be a President of NJIT, a Provost, a General Counsel, and a Chief Financial Officer, 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.

2. Article III (Officers of the Board and NJIT), Section 2 (Duties of the Officers) is amended to eliminate the current description of Section 2 (Duties of the Officers) and replace same with the following language:

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 adopts the Presidential Search and Selection Guidelines. When a vacancy occurs, the Board shall review

the guidelines and may modify the selection process. The complete guidelines are contained in the Board Handbook.

E. The Provost and Executive Vice President for Academic Affairs shall be the chief academic officer of NJIT, and shall be responsible for all matters related to the academic and research operations, academic and educational policies, and curriculum and research programs of the university. The Provost and Executive Vice President for Academic Affairs shall also be charged with strategic academic planning, oversight of faculty and other academic appointments, the university's research enterprise, and will have other such duties as prescribed by the Board and President.

F. The General Counsel and Senior Vice President for Legal Affairs ("General Counsel") shall serve as the Secretary, unless otherwise prescribed by the Board. The General Counsel and Secretary shall attend all meetings of the Board of Trustees, unless excused by the Board and, as Secretary, 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. The General Counsel shall serve as the chief legal officer for NJIT, and shall be responsible for and have oversight over all of the legal affairs of the university. The General Counsel shall represent the university in legal matters, provide legal counsel to NJIT and the Board, engage outside counsel, and will have other such duties as prescribed by the Board and President.

G. The Treasurer shall be the Senior Vice President for Finance and Chief Financial Officer of NJIT, unless otherwise prescribed by the Board. 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. The Senior Vice President for Finance and Chief Financial Officer shall be the chief financial, budgeting, and

accounting officer of NJIT, and will have other such duties as prescribed by the Board and President.

3. Except as otherwise specifically amended by this Resolution, the existing Bylaws shall remain unchanged.



Sandy A. Curko, Esq.
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President of Legal Affairs and
Secretary to the Board of Trustees
New Jersey Institute of Technology

September 18, 2025

Board Resolution No. 2026-13