



By-laws

Preamble

The New Jersey Campus Compact is an association of college and university presidents and chancellors, who, with their institutions, are committed to fulfilling the public purpose and civic mission of higher education. The Compact assists in the integration of community and civic engagement into teaching and research, encourages reciprocal partnerships between community leaders and higher education institutions, and increases students' involvement in academic- and co-curricular-based public service in accordance with the following.

Article I: Name

The name of this organization shall be New Jersey Campus Compact (herein referred to as NJCC).

Article II: Mission

The mission of NJCC is to increase the resources, knowledge and infrastructure of its member institutions to educate effective, socially responsible citizens for a just and sustainable democracy.

Article III: Affiliation

The NJCC shall be an official member of Campus Compact, a national coalition of college and university presidents and chancellors committed to the civic purpose of higher education.

Article IV: Membership

Section 1: Membership

Membership is open to the presidents, chancellors or senior cabinet members of any nationally or regionally accredited, two or four-year higher education institution, graduate or professional school in the state of New Jersey.

Section 2: Membership Dues

Institutional membership requires payment of annual dues to the NJCC. Membership in the NJCC automatically enrolls member institutions in the national Campus Compact network. State membership dues are set for the following fiscal year by majority vote of the NJCC Executive Board at its semi-annual meetings (April and September). National dues are established by National Campus Compact Executive Board based on institutional FTE figures listed by the Middle States Commission on Higher Education. National dues are payable to National Campus Compact on October 1 and April 1 of each year. NJCC dues shall be payable by August 1 of each year for the upcoming academic year.

Section 3: Membership Responsibility

Members participate in meetings called by the Executive Board. Eligibility to serve as a member of the Executive Board and on standing committees is contingent upon membership in good standing.

It is the member's responsibility to ensure that his/her institution takes advantage of all of the benefits available to NJCC members. Each president or chancellor is responsible for appointing



a primary contact to receive and disseminate information about NJCC programs and services. Other campus departments may be contacted directly to assure effective communication.

Section 4: Membership Termination and Reinstatement

The Executive Board may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who is in default in the payment of any dues or assessments. Upon written request signed by the former member and filed with the Executive Director, and, as appropriate, payment of all or a portion of past-due fees or dues, the Board may reinstate such former member to membership according to terms the Board deems appropriate.

Section 5: Special Membership Situations

A branch campus that has no president/chancellor is not eligible for individual campus membership. Only the main campus with a president or chancellor can join. A branch campus that has a president/chancellor must join the Compact individually.

Article V: Meetings of Members

Section 1: Time and Place of Meetings

Meetings of the members shall be held at such place, either within or without the State of New Jersey, as may from time to time be fixed by the Executive Board.

Section 2: Annual Meeting

The annual meeting of the members shall normally be held each spring, when they shall transact such business as may properly be brought before the meeting such as election of the Executive Board. In the event an annual meeting is not held, the Executive Board will be elected by mail-in votes.

Section 3: Special Meetings

Special meetings of the members may be called at any time by the Chair of the Executive Board, a majority of the Executive Board, or shall be called upon written demand of a majority of members in good standing. Business transacted at all special meetings shall be confined to the objects stated in the call and matters germane thereto.

Section 4: Notice Requirements.

Written notice of every meeting of the members, stating the time, place and object thereof, shall be given by, or at the direction of the Chair to each member of record entitled to vote at the meeting, at least five (5) days prior to the day named for the meeting, unless a greater period of notice is required by statute in a particular case. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

Section 5: Waiver of Notice.

Whenever any written notice is required to be given under the provisions of the By-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the



business to be transacted. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 6: Quorum

A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. Twenty percent (20%) of the members entitled to vote shall constitute a quorum of all meetings of the members for the transaction of business except as may be otherwise required by law or by the Articles of Incorporation. The members present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine but in the case of any meeting called for the election of directors those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors.

In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting if written notice of such second adjourned meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon any resolution or other matter, is giving to each member of record entitled to vote at such second adjourned meeting at least ten days prior to the day named for the second adjourned meeting.

A majority of the members shall constitute a quorum for the transaction of business and the acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the corporation, except as may be otherwise required herein or by law.

Section 7: Actions by Members

Any action which may be taken at a meeting of the members or of a class of members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by a majority of the members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary/Treasurer of the corporation.

Section 8: Communication

One or more persons may participate in a meeting of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 9: Voting

Every member of the corporation shall be entitled to one vote. Voting may be done by ballot, mail or any reasonable means determined by the Executive Board. Voting need not be by ballot except upon demand made by a member at the meeting and before the voting begins.



Article VI: Executive Board

Section 1: Number

The business and affairs of this organization shall be managed by its Executive Board. The Executive Board shall consist of at least six (6) and no more than nineteen (19) members as may be determined from time to time by resolution of the Board. The proportion of presidents or chancellors serving on the board shall not be less than seventy (70) percent. The proportion of senior cabinet members serving on the board shall not be more than thirty (30) percent.

If the President of the host institution is not elected to the Executive Board, he or she may join the Executive Board *ex officio* without voting privileges. The Executive Board members shall be elected by the general membership. The Board members shall be divided equally into three classes. One class of Board members-at-large shall be elected each year for three (3) year terms, renewable for one (1) additional three (3) year term.

Section 2: Term

The term of the Chair, other elected officers, and an elected Board member shall begin on the first day of the corporation's fiscal year. A Board member shall serve until a successor is elected and seated, or until his or her earlier death, resignation, or removal.

Section 3: Powers and Duties

In addition to the powers and authorities by these By-laws expressly conferred upon them, the Executive Board may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-laws directed or required to be exercised or done by the members.

Section 4: Meetings

The meetings of the Executive Board may be held at such times and at such place or places within New Jersey or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting.

Section 5: Annual Meeting

An annual meeting of the Executive Board shall be held in the spring of each year, or at such other time as shall be fixed by the Executive Board. At the annual meeting, the members of the Executive Board shall elect the officers and transact such other business as may properly be brought before the meeting.

Section 6: Special Meetings

Special meetings of the Executive Board may be called at any time by the Chair of the Board and shall be called upon written demand of two (2) Executive Board members.

Section 7: Waiver of Notice

Whenever any written notice is required to be given under the provisions of the statute or the Articles or By-laws of this corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of notice of such meeting. In the case of a special meeting of members such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a person



at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 8: Quorum

A majority of the Executive Board members in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the voting members present at a meeting at which a quorum is present shall be the acts of the Executive Board.

Section 9: Consent in Lieu of Meeting

Any action which may be taken at a meeting of the Executive Board may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Executive Board members in office and shall be filed with the Secretary.

Section 10: Communication

One or more persons may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 11: Committees

The Executive Board may, through recommendation by the Chair of the Board, establish one or more committees to consist of one or more directors of the corporation. Any such committee, to the extent provided in the resolution of the Executive Board or in the By-laws, shall have and may exercise all of the powers and authority of the Executive Board, except that, no such committee shall have any power or authority as to the following:

- (1) The submission to members of any action required by statute to be submitted to the members for their approval.
- (2) The filling of vacancies in the Executive Board.
- (3) The adoption, amendment or repeal of the By-laws.
- (4) The amendment or repeal of any resolution of the Executive Board.
- (5) The right to take action on matters committed by the By-laws or resolution of the Executive Board to another committee of the Board.

Section 12: Removal from the Executive Board

The Executive Board may remove from office any member of the Board who fails to attend three consecutive, regularly scheduled Executive Board meetings. The entire Executive Board, or a class of the Board, where the Board is classified with respect to the power to select Board members, or any individual Executive Board member, may be removed from office without assigning any cause by the vote of members entitled to cast at least a majority of the votes which all members present would be entitled to cast at any annual or other regular election of the Executive Board. In case the Executive Board or such a class of the Board or any one or more Executive Board members are so removed, new Executive Board members may be elected at the same meeting.



Section 13: Vacancies

Vacancies in the Executive Board, including vacancies resulting from an increase in the number of Executive Board members, shall be filled by a majority of the remaining members of the Board, though less than a quorum, and each person so elected shall be an Executive Board member until his or her successor is elected by the members, who may make such election at the next annual meeting of the members, or at any special meeting duly called for that purpose and held prior thereto. The Executive Board may declare vacant the office of one of its members within sixty days after notice of selection, if he or she does not accept such office either in writing or by attending a meeting of the Executive Board, and fulfill such other requirements of qualifications as the bylaws may specify.

Section 14: Nomination and Election Procedure

Candidates for the Executive Board will be identified by the Executive Board. The Executive Board will select a slate of candidates from the identified pool and present the slate to the general membership for a vote.

Section 15: Responsibilities

An Executive Board member shall stand in a fiduciary relation to the organization and shall perform his or her duties, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the organization, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, an Executive Board member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

- (1) One or more officers or employees of the organization whom the Executive Board member reasonably believes to be reliable and competent in the matters presented.
- (2) Counsel, public accountants or other persons as to matters which the Executive Board member reasonably believes to be within the professional or expert competence of such person.
- (3) A committee of the Board upon which he or she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the Executive Board member reasonably believes to merit confidence.

A member of the Executive Board shall not be considered to be acting in good faith if he or she has knowledge concerning the matters in question that would cause his or her reliance to be unwarranted.

In discharging the duties of their respective positions, the Executive Board, committees of the Board and individual members of the Executive Board may, in considering the best interests of the organization consider the effects of any action upon employees, upon suppliers and customers of the organization and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a member of the Executive Board or any failure to take any action shall be presumed to be in the best



interests of the organization. A member of the Executive Board shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- (1) The Executive Board member has breached or failed to perform the duties of his or her office under this section.
- (2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

- (1) The responsibility or liability of a member of the Executive Board pursuant to any criminal statute; or
- (2) The liability of a member of the Executive Board for the payment of taxes pursuant to local, State or Federal law.

Section 16: Conflict of Interest

Each member of the Executive Board shall be required to comply, and to certify annually as to his or her compliance, with the Conflict of Interest Policy adopted by the Executive Board, as such policy may be amended from time to time.

Article VII: Executive Board Officers

Section 1: Elected Officers

At each annual meeting, the Executive Board shall choose from among its members a Chair, a Vice Chair and a Secretary/Treasurer, who shall hold such offices for two (2) years and until their successors qualify. No person elected as an officer hereunder shall hold a specific office for more than six (6) consecutive years. In the event an elected office becomes vacant for any cause, the Executive Board may choose a successor to hold such office for the unexpired term.

Section 2: Non-Elected Officers

The Executive Board shall appoint an Executive Director who shall hold office for a period of time as determined by the Board.

Section 3: Removal of Officers

Any officer may be removed from his or her office by the Executive Board at any regular or special meeting, of which prior written notice of the proposed removal has been given in the manner provided by Article V, by a vote of not less than a majority of Executive Board members holding office.

Section 4: Duties of the Chairperson of the Executive Board

The Chair of the Executive Board shall preside at all meetings of the Executive Board and perform such duties as may be prescribed by the Board. Except as the Executive Board may otherwise provide, the Chair of the Executive Board shall appoint all members of all committees and the chairpersons thereof. The Chair shall be an *ex officio* member of all committees of the Executive Board with the power to vote on all matters. The Chair will supervise the Executive Director.

Section 5: Duties of the Vice-Chairpersons of the Executive Board

The Vice Chair shall act in all cases for and as the Chair in the latter's absence or incapacity, and shall perform such other duties as he or she may be required to do from time to time.



Section 6: Duties of the Secretary/Treasurer

The Secretary/Treasurer shall attend all sessions of the Executive Board and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Executive Board when required. He/she shall sign the minutes after the minutes are approved as accurate. Additionally, he/she shall attest as to the accuracy of reports and actions of the Executive Board or members. He/she shall give, or cause to be given, notice of all meetings of the members and of the Executive Board, and shall perform such other duties as may be prescribed by the Executive Board or Chair, under whose supervision he or she shall be. He or she shall keep in safe custody the corporate seal of the corporation, and when authorized by the Executive Board, affix the same to any instrument requiring it. The Secretary/Treasurer shall have supervision over the funds and securities of the organization and shall keep full and accurate accounts pertaining to all receipts and disbursements. The Secretary/Treasurer shall cause all funds to be deposited in and withdrawn from such institutions as the Executive Board may authorize. The Secretary/Treasurer shall give a proper bond in such amount and with such corporate surety as may be approved by the Executive Board, which shall be filed with the Secretary. The Secretary/Treasurer shall furnish a formal annual statement. The account of the Secretary/Treasurer shall be audited annually by a certified public accountant or other qualified public accountant selected by the Executive Board.

Section 7: Duties of the Executive Director

The Executive Director shall have general and active management of the affairs of the organization; shall see that all orders and resolutions of the Executive Board are carried into effect, subject, however, to the right of the Executive Board members to delegate any specific powers, except such as may be by statute exclusively conferred to any other officer or officers of the organization. He or she shall execute bonds, mortgages and other documents requiring seal, under the seal of the corporation. He or she shall have the general powers and duties of supervision and management outlined in the job description. The Executive Director shall have the right to attend all meetings of the Board and its committees and to be heard on all matters before them, but shall have no vote on any matter.

Section 8: Additional Officers.

The Executive Board may appoint such additional officers to perform such other duties as it may determine from time to time.

Article VIII: The Advisory Committee

Section 1: Composition

The Advisory Committee collaborates with the Executive Director in the work of the NJCC. The Advisory Committee consists of an individual faculty or staff member from each member institution, appointed by their president or chancellor. The Executive Board has the option of appointing up to five additional members representing students, community organizations, government officials or other constituencies involved in community service or service learning.

Section 2: Appointments to the Advisory Committee

Members of an ad hoc nominating committee of the Executive Board shall recommend candidates for appointment or reappointment to the Advisory Committee through procedures



adopted by the Executive Board. Members with inconsistent attendance at meetings of the Advisory Committee may be referred to the Executive Board for action.

Section 3: Compensation of the Advisory Committee

All NJCC Advisory Committee members shall serve on a voluntary basis without compensation.

Section 4: Responsibilities of the Advisory Committee

The Advisory Committee will meet at least quarterly and will have the following responsibilities:

- (1) To attend meetings regularly;
- (2) To consult with the Executive Board and the Executive Director to help develop the policies and member services and participate in the strategic planning process;
- (3) To assist the Executive Director in the implementation of the policies and member services;
- (4) To advocate for the needs of service facilitators, practitioners, and learners throughout the State to the Executive Board;
- (5) To take on other duties as needed.

Section 5: Leadership of the Advisory Committee

The Advisory Committee will elect a chair or co-chairs who will assume a leadership role in the Advisory Committee. The Advisory Committee chair or co-chairs shall alternate between community college, public four-year institution and private member institution members. The Advisory Committee will elect a new chair or co-chairs for a two-year term, to commence on July 1 following the election. In the case of co-chairs, it is required that the co-chairs who are serving simultaneously represent two different segments of the state higher education community.

Section 6: Responsibilities of the Leadership of the Advisory Committee

The chair or co-chairs' responsibilities include:

- (1) Chairing the Advisory Committee;
- (2) Maintaining regular contact with the Executive Director;
- (3) Serving as public spokesperson(s) for the NJCC;
- (4) Serving as spokesperson(s) and advocate(s) for the public service mission of higher education;
- (5) Adopting additional responsibilities as determined by Advisory Committee.

Section 7: Election of Advisory Committee Leadership

Members of an ad hoc nominating committee of the Advisory Committee shall recommend candidates for election as chair or co-chair to the Advisory Committee. Chairs and co-chairs are eligible to serve multiple terms; the terms may not be successive unless authorized by a two-thirds majority vote of the Advisory Committee.



Article IX: Books and Records

Section 1: Maintenance of Records

The organization shall keep an original or duplicate record of the proceedings of the members and the Executive Board, the original or a copy of its By-laws, including all amendments thereto to date, certified by the Secretary/Treasurer and an original or a duplicate membership register giving the names of the members, and showing their respective addresses and the class and other details of the membership of each. The organization shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at its principal place of business.

Section 2: Access to Records

Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account and records of the proceedings of the members and Executive Board, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the organization at its principal place of business.

Article X: Finances

Section 1: Funding

NJCC will operate as a non-profit-generating organization dedicated to educational pursuits and community enhancement. The NJCC will collect dues and may assess costs related to its services to members, partners, and other entities and retain funds received therefrom to defray Compact expenses. In no case shall any member of the Executive Board or officer benefit financially. The NJCC shall maintain a reserve of restricted funds or an unexpended fund balance for the benefit of the NJCC in an amount or percentage approved annually by the Executive Board. The final budget shall be presented to the Board by the Executive Director.

Section 2: Fiscal Year

The fiscal year of the NJCC is from July 1 to June 30. The Executive Director shall present to the Executive Board for approval an annual operating budget of the NJCC prior to the start of the fiscal year.

Section 3: Transaction of Business

Unless specifically authorized by the Executive Board or as otherwise required by law, all business transactions shall be initiated and approved by the Executive Director. The Chair of the Executive Board or in his or her absence, his or her designee, must approve any expenditure in excess of \$10,000. The host institution personnel shall have no oversight responsibility or responsibility for ensuring that the Executive Director presents a request for approval to the NJCC Chair or his or her designee. All checks of more than \$500 disbursing funds held for the benefit of the NJCC from any account shall require the signature of at least two individuals as authorized by the Executive Board. For purposes of this provision, "signature" shall include



electronic approval. The Board may accept on NJCC's behalf any contribution, grant, gift, bequest, or device for the general purpose or any special purpose of the NJCC.

Section 4: Annual Audit and Financial Report

The Executive Board shall establish procedures for a periodic independent audit to be available to all members. This audit of the books of NJCC shall be conducted at least annually by a Certified Public Accountant.

Article XI: Annual Report

The Executive Board shall present annually to the members a report, verified by the Executive Director and Secretary/Treasurer or by a majority of the Executive Board, showing in appropriate detail the following:

- (1) The assets and liabilities, including any endowment or special funds, of the organization as of the end of the fiscal year immediately preceding the date of the report.
- (2) The principal changes in assets and liabilities, including any endowment or special funds, during the year immediately preceding the date of the report.
- (3) The revenue or receipts of the organization, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each endowment or special fund held by or for the organization.
- (4) The expenses or disbursements of the organization, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each endowment or special fund held by or for the organization.
- (5) The number of members of the organization as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the reporting and a statement of the place where the names and addresses of the current members may be found. This report shall be filed with the minutes of the meeting of members.

Article XII: Nondiscrimination

This organization may not discriminate on the basis of race, age, color, creed, sex, handicap, sexual orientation or national origin, in the administration of any employment policies, or administration of any of its programs or of its benefits to the public.

Article XIII: Amendments

Proposed amendments to the NJCC Bylaws can be submitted to the Executive Director or any member of the NJCC Executive Board in writing by any member or by the Advisory Committee at least two weeks prior to a scheduled meeting. All amendments require a two-thirds majority vote of the members present at a duly constituted meeting.