

NEW JERSEY COUNCIL OF COUNTY COLLEGES

BYLAWS OF THE NEW JERSEY COMMUNITY COLLEGE CONSORTIUM FOR WORKFORCE AND ECONOMIC DEVELOPMENT

AMENDED AS PROPOSED – MARCH 2023

ARTICLE I NAME OF CONSORTIUM AND DEFINED TERMS

The name of the county college voluntary educational service consortium shall be “NEW JERSEY COMMUNITY COLLEGE CONSORTIUM FOR WORKFORCE AND ECONOMIC DEVELOPMENT” (“WORKFORCE CONSORTIUM”).

“Governance Board” means the body charged with administrative oversight of the WORKFORCE CONSORTIUM, and consisting of college presidents representing each Community College.”

“Member” means each New Jersey Community College.

“Surplus Revenue” means that portion of available funds after payment of or encumbrance for debts, obligations and liabilities incurred, and after reserves that the Governance Board determines are required for (a) anticipated or asserted liabilities, (b) projected operational expenses, or (c) annual member distributions as determined pursuant to Article IV, Section 3.F.

ARTICLE II FORMATION AND MISSION

The WORKFORCE CONSORTIUM, created under the New Jersey Council of County Colleges, brings together community colleges with economic development organizations, workforce development boards, labor market research entities, employers, industry associations, labor unions, and community-based organizations to improve the economic prosperity of industry, employees, and communities with a commitment to racial and social justice.

Working with public and private sector partners, the WORKFORCE CONSORTIUM provides technical assistance to member community colleges to promote the alignment of priorities, strategies, and resources with those of workforce and economic development partners in response to labor market needs for improved economic prosperity of employees, industry, and communities through (1) increased use of promising practices as common practices, (2) enhanced community college leadership role in building and sustaining high-quality programs and services supportive of regional and statewide economic growth strategies, and (3) delivery of coordinated statewide training aligned with the needs of employers.

The WORKFORCE CONSORTIUM accomplishes this mission through funded partner collaboration, industry focused training, research, and professional development in collaboration with federal, state, and local government partners, as well as philanthropic and industry partners.

ARTICLE III OFFICES

The principal office of the Governance Board shall be at the offices of the New Jersey Council of County Colleges located at 1 N. Johnston Avenue, Hamilton, New Jersey 08609. The Governance Board may also establish and have such other offices needed for the conduct of its business at such other places within the State of New Jersey as may be designated from time to time by the Governance Board.

ARTICLE IV GOVERNANCE BOARD

Section 1. Composition and Appointment

A. Every Community College is a member of the WORKFORCE CONSORTIUM and shall be represented by the college president. Every college Member shall have one vote.

B. The President of the New Jersey Council of County Colleges shall serve as a non-voting member of the Governance Board. Except that the President of the Council shall not serve as an ex-officio non-voting member of the Governance Board during such time as he/she is serving as the Executive Director of the WORKFORCE CONSORTIUM due to the vacancy of same.

Section 2. Vacancy

An appointee to the Governance Board shall automatically cease to be a member of the Governance Board upon ceasing to hold employment at a Member institution. An appointment to fill a vacancy on the Governance Board shall be made in the manner set forth in Section 1 of this Article.

Section 3. Duties and Powers

The Governance Board shall discharge the following duties and powers on behalf of the Members:

A. Recommend to the New Jersey Council of County Colleges, the adoption of revisions and amendments to the by-laws of the WORKFORCE CONSORTIUM.

B. Adopt, revise and amend policies, rules and guidelines as needed for the organization and operation of the WORKFORCE CONSORTIUM.

C. Adopt a change in the name of the consortium if deemed in the best interest of the consortium.

D. Determine the scope of activities and programs to be provided by the WORKFORCE CONSORTIUM.

E. Adopt at the annual meeting, the budget for operation of the WORKFORCE CONSORTIUM for the next fiscal year commencing July 1.

F. Determine at the annual meeting, whether to authorize distributions of Surplus Revenue to Members or retain same by the WORFORCE CONSORTIUM for operations and reinvestment consistent with the Formation and Mission in Article II.

G. Authorize subcontracts with other collegiate consortiums or individual educational institutions.

H. Annually adopt and/or revise the training delivery cost reimbursement formula proposed to the Governance Board by the Executive Committee.

I. Maintain in the name of the New Jersey Council of County Colleges, segregated operating accounts for the WORKFORCE CONSORTIUM and designate authorized signatories on those accounts.

J. Determine those expenditures which may be made on behalf of the WORKFORCE CONSORTIUM by the Executive Director without prior approval of the Governance Board, and which expenditures shall require prior approval of the Governance Board.

K. Appoint an Executive Director of the WORKFORCE CONSORTIUM, fix and determine the terms and conditions of his/her employment, upon the recommendation, approval, and consent of the President of the New Jersey Council of County Colleges except when the Executive Director is the President of the Council.

L. Retain consulting or professional services necessary for the operation of the WORKFORCE CONSORTIUM.

M. Adopt and revise uniform quality control standards to foster client satisfaction with the content, delivery, competency and effectiveness of customized training services provided by the WORKFORCE CONSORTIUM.

N. Determine whether, and to what extent, a Member should be disqualified or limited in eligibility from providing further customized training services for Consortium clients. Such determination shall be made after affording the Member an opportunity to appear before and address the Governing Board with respect to a charge of non-compliance with the uniform quality control standards. The Governing Board may impose conditions for continuing or restoring such eligibility.

O. Undertake all tasks incidental to the performance of the functions listed above.

Section 4. Meetings

A. Place

Meetings of the Governance Board shall be held at the office of the New Jersey Council of County Colleges or any other place that the Chair or Vice Chair may designate from time to time.

B. Organization Meeting; Calling of Meetings

The Governance Board shall meet and organize annually in June on a date fixed by the Chair. The annual organizational meeting shall include election of officers of the Governance Board. Other meetings shall be held whenever called by the Chair, Vice Chair, or upon the written request of one-third of the membership of the Governing Board then serving.

C. Notice/Waiver of Notice

At least five days before any meeting, notice of meetings of the Governance Board shall be mailed, faxed, or electronically transmitted to each member of the Governance Board then serving. Notwithstanding the foregoing, members of the Governance Board may sign a waiver of entitlement to written notice of the meeting.

D. Quorum

The participation in person or by conference call, of members of the Governance Board eligible to cast a majority of the total number of votes authorized and allocated to the total membership of the Governance Board, shall constitute a quorum for the transaction of business of the Governance Board. If less than a quorum is present, the members of the Governance Board present may adjourn any meeting from time to time until a quorum shall be present.

E. Voting

If a quorum is constituted, all questions coming before the Governance Board, including election of officers, shall be decided by a majority of the votes eligible to be cast by the total membership of the Governance Board, except that adoption of amendments to these by-laws shall require the affirmative recommendation of three-quarters of the votes eligible to be cast by the total membership of the Governance Board, and the subsequent approval of such recommendation by the New Jersey Council of County Colleges.

Voting by proxy shall not be permitted. Abstentions shall be recorded as not voting and shall not be counted in the vote tally.

ARTICLE V OFFICERS

Section 1. Officers

The Governance Board shall organize annually in June of each year by electing from the board membership, for a term of one year, a Chair, a Vice Chair, a Secretary, and a Treasurer. The Governance Board may elect such other officer(s) as may be required from time to time. All officers shall be members of the Governance Board. Persons employed by the same Member institution shall not be appointed to hold two offices. All officers shall be elected annually to serve until the next annual meeting of the Governance Board and until their respective successors shall be elected and qualified. The Governance Board may remove any officer from office whenever the Governance Board determines that such action will best serve the interests of the WORKFORCE CONSORTIUM.

Section 2. Chair

The Chair shall, when present, preside at all meetings of the Governance Board. The Chair shall have the authority to call meetings of the Governance Board, to confirm in writing the actions authorized and taken by the Governance Board, and to sign communications, contracts and other documents on behalf of the WORKFORCE CONSORTIUM. The Chair shall appoint the members and chairs of all committees and shall be an ex officio member of all committees.

Section 3. Vice Chair

The Vice Chair shall have and exercise all of the powers and duties of the Chair in case of the absence or inability of the Chair to act, including the check signing authority of the Chair. The Vice Chair shall perform such other duties as may be prescribed from time to time by the Governance Board.

Section 4. Secretary

The Secretary shall cause to be recorded all votes and the proceedings of all meetings of the Governance Board. The Secretary shall give or cause to be given notice of all meetings of the Governance Board and shall have charge of the books and papers of the WORKFORCE CONSORTIUM other than financial records. The Secretary shall keep a record of (i) the executed Participation Agreements, (ii) Members of the WORKFORCE CONSORTIUM, and (iii) dates of membership and withdrawals. The Secretary shall request, obtain, and maintain written confirmation of the appointments of members of the Governance Board, pursuant to Section 1 of Article IV, as well as the addresses, telephone numbers, fax numbers, and e-mail addresses of members of the Governance Board. The Secretary shall prepare and distribute Governance Board meeting minutes to the board members and to Consortium Members.

Section 5. Treasurer.

The Treasurer of the Governance Board shall have general supervision over the care and custody of all the funds and financial records of the WORKFORCE CONSORTIUM. The Treasurer shall

supervise the deposit of such funds and securities in a segregated account in the name of the New Jersey Council of County Colleges and shall supervise the disbursements of the same. The Treasurer shall prepare and present a draft annual budget for Governance Board consideration and approval at the annual meeting of the Governance Board. The Treasurer shall prepare and present a written financial report at each regular Governance Board meeting that shall indicate all receipts and disbursements, fund balances, accounts payable, and accounts receivable. The Treasurer shall perform such other duties as the Governance Board may from time to time prescribe.

Section 6. Executive Director and Staff.

A. An Executive Director of the WORKFORCE CONSORTIUM appointed by the Governance Board, upon the recommendation, *approval, and consent of the President of the New Jersey Council of County Colleges*, shall have general charge, supervision, and authority over the daily activities and affairs of the WORKFORCE CONSORTIUM, subject to the control and direction of the Governance Board, the Chair, and the President of the New Jersey Council of County Colleges. The President of the New Jersey Council of County Colleges shall serve as the Executive Director of the WORKFORCE CONSORTIUM due to a vacancy in such position.

B. With the approval and consent of the President of the New Jersey Council of County Colleges, the Executive Director may hire staff as needed by the WORKFORCE CONSORTIUM and may enter into agreements with third parties to provide training services on behalf of the WORKFORCE CONSORTIUM, except that an employment contract or training services contract for a term of more than one year shall require the prior approval of the Executive Committee.

C. The Executive Director and staff of the WORKFORCE CONSORTIUM shall be employees of the New Jersey Council of County Colleges.

D. With the approval and consent of the President of the Council of County Colleges, the Executive Director shall present to the Governance Board at its organizational meeting, and to the Council of County Colleges, a written annual summary of the activities and financial results of the operations of the WORKFORCE CONSORTIUM. The annual summary shall include (a) the revenue distributions received by each Member from the WORKFORCE CONSORTIUM, (b) the number of training registrants at each Member institution, and (c) the extent of Member participation in major training programs sponsored by the WORKFORCE CONSORTIUM. Upon approval by the Governance Board, the annual summary shall be distributed to each Member.

**ARTICLE VI
EXECUTIVE COMMITTEE**

Section 1. Composition

The voting members of the Executive Committee shall be the chair, vice chair, secretary, treasurer and the immediate past chair. In the event that the immediate past chair is unable to serve, the Governance Board shall appoint another Member representative to fill the vacancy on the

Executive Committee. The Executive Director shall be an ex officio non-voting member of the Executive Committee.

Section 2. Duties and Authority

The duties and authority of the Executive Committee are as follows:

A. Act on behalf of the Governance Board when necessary in the interim between meetings of the Governance Board. Minutes of the actions taken by the Executive Committee since the most recent Governance Board meeting shall be distributed to members of the Governance Board at its next meeting.

B. Evaluate the performance of the Executive Director and recommend the terms and conditions of employment of the Executive Director for approval by the Governance Board.

C. Recommend the annual operating budget of the WORKFORCE CONSORTIUM for approval by the Governance Board.

D. Authorize the Executive Director to enter into staff employment contracts or training services contracts for terms exceeding one year.

E. Develop and recommend a formula and process for allocating and distributing annual Member distributions (if any in a given year) from Surplus Revenue for approval and adoption by the Governance Board.

F. Take actions necessary to carry out decisions and policies previously adopted by the Governance Board.

Section 3 Meetings and Voting

The Executive Director or the Chair upon 48 hours advance notice shall call meetings of the Executive Committee. Executive Committee meetings may be held by telephone conference when necessary. A majority of the members of the Executive Committee shall constitute a quorum. Actions of the Executive Committee shall require the affirmative vote of a majority of the members of the Executive Committee. The Secretary shall cause minutes to be kept of the meetings of the Executive Committee.

**ARTICLE VII
AMENDMENTS**

These By-laws may be amended, altered or repealed upon the affirmative recommendation of three-quarters of the votes eligible to be cast by the total membership of the Governance Board, and the subsequent approval of such recommendation by the New Jersey Council of County Colleges. The Secretary of the Governance Board shall furnish a copy of the proposed amendment to each member of the Governance Board by the Secretary at least ten (10) days before the meeting at which the vote upon the amendment is to be taken.

ARTICLE VIII
CONFLICT OF INTEREST

No board member, officer or employee performing services for the WORKFORCE CONSORTIUM shall have or acquire any personal interest in any project or contract or proposed contract which the WORKFORCE CONSORTIUM is promoting or undertaking, without making immediate written disclosure to the Governance Board.