

MERCER COUNTY COMMUNITY COLLEGE

BY-LAWS OF THE BOARD OF TRUSTEES

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MERCER COUNTY COMMUNITY COLLEGE**BY-LAWS OF THE BOARD OF TRUSTEES**

ARTICLE I - NAME

Section 1College Name

The name of the county college in the County of Mercer shall be "Mercer County Community College" (hereinafter sometimes referred to as "college" or "the College").

Section 2Corporate Title

The corporate title of the governing body of the Mercer County Community College shall be "Board of Trustees of Mercer County Community College" (hereinafter variously referred to as "Board of Trustees" and "The Board").

ARTICLE II - POWERS

Section 1Legal Status

The Mercer County Community College is a County College established under and by virtue of Laws of the State of New Jersey, and the Board of Trustees is appointed and constituted in accordance with said Laws.

Section 2Powers

The Board of Trustees shall have and be responsible for the management and control of the College and shall have all the powers granted by Law. Without prejudice to such general powers, it is hereby expressly declared that the Board of Trustees shall have the following powers:

- (a) To adopt or change the name of the county college;
- (b) to adopt and use a corporate seal;

- (c) to sue and be sued;
- (d) to determine the educational curriculum and program of the college;
- (e) to appoint and fix the compensation and term of office of a President of the College who shall be the executive officer of the College and an ex-officio member of the Board of Trustees;
- (f) to appoint, upon nomination of the President, members of the administrative and teaching staffs and fix their compensation and terms of employment, subject to Law;
- (g) to appoint or employ such other officers, agents and employees as may be required to carry out the purposes of the College and to fix and determine their qualifications, duties, compensation, terms of office and all other conditions and terms of employment and retention;
- (h) to fix and determine tuition rates and other fees to be paid by students;
- (i) to grant diplomas, certificates or degrees;
- (j) to enter into contracts and agreements with the State or any of its political subdivisions or with the United States, or with any public body, department or other agency of the State or the United States or with any individual firm or corporation which are deemed necessary or advisable by the Board for carrying out the purposes of the College;
- (k) to accept from any government or governmental department, agency or other public or private body or from any other source grants or contributions of money or property which the Board may use for in aid of any of its purposes;
- (l) to acquire (by gift, purchase, condemnation or otherwise), own, lease, use and operate property, whether real, personal or mixed, or any interest therein, which is necessary or desirable for College purposes;
- (m) to determine that any property owned by the College is no longer necessary for College purposes and to sell the same at such price and in such manner and upon such terms and conditions as shall be established by the Board.
- (n) to exercise the right of eminent domain pursuant to the provisions of Title 20 of the Revised Statutes to acquire any property or interest therein;
- (o) to make and promulgate such rules and regulations, not inconsistent with the provisions of Chapter 41, Laws of 1962, as amended, that are necessary and

proper for the administration and operation of the Mercer County Community College and to implement the statutory provisions; and

- (p) to exercise all other powers not inconsistent with the provisions of Chapter 41, Laws of 1962, as amended, which may be reasonably necessary or incidental to the establishment, maintenance and operation of Mercer County Community College.

ARTICLE III - RESPONSIBILITY

Section 1

General Definition

The Board of Trustees shall have the final responsibility for the planning, development and operation of the College in accordance with the provisions of the laws of the State of New Jersey.

Section 2

Means of Exercise

- (a) The Board, or a committee of the Board to which it has granted power to act on its behalf, shall act directly on any and all matters of the following types:
- (1) matters involving the legal responsibility of the Board;
 - (2) matters affecting the administration of invested funds;
 - (3) matters concerning the acquisition or disposal of real estate.
- (b) On all other matters, except as otherwise provided herein, the Board shall normally exercise its responsibility through agents appointed by the Board, to whom the Board shall delegate such responsibilities and powers as it may deem appropriate. The Board shall consider and adopt such policies for the guidance of its agents as may be necessary to ensure the proper exercise of its responsibilities.

Section 3

Right to Act

No statement made in this Article or elsewhere in these By-Laws shall be construed so as to deprive the Board of the right to act, judge, or decide directly concerning any matter that falls within the cope of its responsibilities and powers.

Section 4

Individual Members of the Board

The responsibilities of the Board designated in this Article, and such other responsibilities and powers of the Board as are or may be designated in these By-Laws, pertain to the Board as such, and not to its members individually. No member of the Board has or shall assume power or responsibility to make decisions affecting the College, the Board or its agents except as that power or responsibility has been specifically delegated to him or her by the Board.

ARTICLE IV - MEMBERSHIP

Section 1

Membership of the Board of Trustees

The Board of Trustees consists of the County Superintendent of Schools and ten (10) persons, eight (8) of whom shall be appointed by the County Executive with the advice and consent of the Board of Chosen Freeholders, at least two (2) of whom shall be women, and two (2) of whom shall be appointed by the Governor. The President of the College shall serve as an ex-officio member without vote, as shall one member of the previous years' graduating class elected by the student body.

ARTICLE V - OFFICERS

Section 1

Titles

The officers of the Board shall be a Chairperson, a First Vice Chairperson, a Secretary, a Treasurer, and such other officers as the Board may designate.

Section 2

Manner of Election and Term of Office

The officers of the Board shall be elected annually by and from the membership of the Board at the regular meeting of the Board in the month of November. They shall assume office immediately upon election. The election shall be by ballot. A simple majority of the votes cast shall be required for election. The President of the College shall not be eligible to serve as an officer of the Board other than as Secretary. Vacancies in office that may occur after the annual meeting shall be filled by election at the next regular meeting after a vacancy shall occur.

Section 3

Duties of Officers

(a) Duties of the Chairperson

- (1) To preside at all meetings of the Board at which he or she is present;
- (2) to appoint all committees of the Board, and designate the Chairperson of such committees, except as may be otherwise provided in these By-Laws or as may be otherwise determined from time-to-time by the Board;
- (3) to serve as an ex-officio member of all committees of the Board except the Nominating Committee;
- (4) to execute all contracts and other documents on authority of and in the name of the Board;
- (5) to call in accordance with the Open Public Meetings Law a special meeting of the Board whenever in his or her judgment a matter requiring Board decision is of such urgency that it cannot await consideration at the next regular meeting of the Board; and
- (6) to discharge such other functions as may be delegated to him or her by the Board.

(b) Duties of the Vice Chairperson

- (1) To preside at regular and special meetings of the Board in the absence of the Chairperson;
- (2) to exercise all of the rights and responsibilities of the Chairperson in the event of the disability of the Chairperson or in the event the Chairperson notifies the Board (in writing addressed to the Secretary) that he or she will temporarily be unable to exercise his or her office;
- (3) to assist the Chairperson in the performance of such of the Chairperson's duties as the Chairperson may request; and
- (4) to discharge such other functions as the Board may delegate to him or her from time-to-time.

(c) Duties of the Secretary

- (1) To be responsible, upon direction by the Chairperson, for the written notification to all members of the Board of all regular and special meetings of the Board as provided for in Article VII, Section 4 of these By-Laws and by Law;
- (2) to be responsible for recording, preparing and distributing to all members of the Board the Minutes of all regular and special meetings of the Board and making these available for public inspection in accordance with the Law;
- (3) to have custody of the Corporate Seal of the Board, to affix it to official documents, and to attest the same by his or her signature;
- (4) to have custody of all official records and documents belonging to the Board;
- (5) to cause to have prepared and maintained:
 - (a) an indexed compilation of all By-Laws and Amendments thereto; and
 - (b) a copy of all policies, procedures, and regulations of the Board and all Amendments thereto, the whole of which shall be known as the Operating Manual of the Board of Trustees of the Mercer County Community College;
- (6) to transmit promptly after each meeting to the appropriate officers, clerks, committees, or other persons, organizations or groups all papers, matters or resolutions referred to them by action of the Board;
- (7) to give such public notices of Board actions as may be required by Statutes, By-Laws or resolutions of the Board;
- (8) to perform such other duties as may be delegated to him or her from time-to-time by the Board;
- (9) in performing the above duties, the Secretary may call upon the services of the staff of the College.

(d) Duties of the Treasurer

- (1) To serve as Chairperson of the Finance Committee;
- (2) to keep or cause to have kept, in books belonging to the College, full and accurate accounts of all receipts and disbursements;

- (3) to cause to be delivered detailed reports of the financial condition of the College including details of all investments;
- (4) to serve as one of the two members of the Board of Trustees on the Board of School Estimate;
- (5) to perform such other duties as the Board may delegate to him or her from time-to-time;
- (6) in performing these duties, the Treasurer may call upon the services of the staff of the College.

ARTICLE VI - COMMITTEES

Section 1

Composition

The Board may establish such standing committees and such special committees as it deems necessary to secure and promote the welfare of the College. Unless otherwise specified by the Board, committees and other chairpersons shall be appointed by the Chairperson. Only current Board members shall be eligible to serve on Board committees. The Chairperson of the Board and the President of the College shall be ex-officio members without vote of all committees. Moreover, any member of the Board of Trustees shall have the right to participate without vote at any committee meeting and shall upon request be given the same notices and information as the members of any such committee unless their attendance violates the Open Public Meetings Act.

Section 2

Responsibility

Each standing and special committee of the Board shall, under the direction of its chairperson, be responsible for:

- (a) Carrying out with appropriate dispatch any task delegated to it by the Board;
- (b) keeping an accurate record of its deliberations and/or actions;
- (c) reporting promptly to the Board on its activities; and
- (d) recommending appropriate policies for Board approval.
- (e) The Chairperson of each standing committee shall call a committee meeting as needed.

Section 3

Authority

If the Board in a regular or special meeting refers some matter to a committee of the Board, which referral may be subject to conditions imposed by the Board, and delegated to that committee power to act on the matter thus referred, the chairperson of said committee shall report to the Board within a reasonable time the action taken, and the action of the committee shall in such case be final. In all other cases, committee action shall be reported as a recommendation for consideration and action by the Board at a regular or special meeting.

Section 4

Membership

Each standing committee shall consist of at least three members, exclusive of ex-officio members. A majority of the members of a standing committee, excluding members ex-officio, shall constitute a quorum for the transaction of business.

Section 5

Special Committees

Special committees shall be disbanded on acceptance of their reports or when discharged by the Chairperson of the Board.

Section 6

Committee on Finance

The Committee on Finance shall:

- (1) Make recommendations to the Board regarding fiscal policies of the College;
- (2) receive, review and recommend to the Board the operating and capital outlay budgets, the revisions in same, as recommended by the President;
- (3) recommend to the Board policies and decisions regarding investment of any surplus or restricted monies;
- (4) recommend to the Board policies and decisions regarding the receipt and disposition of any monetary bequests, gifts, grants, and donations, the care of all

College securities, and regarding contracts for instruction of research services or other purposes with private or governmental firms, persons or agencies;

- (5) recommend to the Board policies to govern the receipt, security, depositing, accounting and expending of all funds pertaining to the College, in accordance with Law and relevant regulations.
- (6) receive and examine the audit of the College books and make such recommendations as it may deem appropriate;
- (7) serve as directors of the MCCC Foundation, Inc., and the MCCC Communications Foundation and to make recommendations regarding these Foundations;
- (8) to review the recommendations of an insurance consultant hired by the Board on all insurance coverage and make recommendations to the Board;
- (9) carry out, or require to be carried out, studies relating to sites, buildings and grounds;
- (10) review the program of immediate and long-range building and facility needs of the College as prepared by the President;
- (11) recommend all professional service consultants for all construction projects and any and all professional service contracts and awarding of all contracts.
- (12) review plans and programs of maintenance of buildings and grounds; and
- (13) arrange for the preparation of professional service contracts, review and recommend award of contracts.

Any one of the foregoing duties may be delegated by the committee to the President.

Section 7

Committee on Personnel

The Committee on Personnel shall:

- (1) In the event of a vacancy in the Office of President, cause a proper and thorough search to be made for available and suitable candidates;
- (2) review the President's recommendations regarding eligibility requirements for professional positions and make recommendations to the Board regarding same;

- (3) review all nominations made by the President to fill vacancies in the professional staff and to make recommendations to the Board;
- (4) establish salary schedules and other employee benefits and make recommendations to the Board regarding same;
- (5) meet with the President and any duly designated faculty committee as may be established by the faculty in its By-Laws on matters of mutual concern; and
- (6) review annually the President's performance of his or her duties and accomplishments, and make recommendations concerning the salary and benefits of the President's contract.

Section 8

Operations Committee

The Operations Committee shall:

- (1) Review and recommend to the Board the approval of new curricula or major revisions of existing curricula;
- (2) review and recommend to the Board policies pertaining to admission standards, academic standards, and the granting of degrees;
- (3) review and recommend other appropriate student personnel policies;
- (4) review and evaluate the instructional program;
- (5) recommend to the Board policies affecting student rights, responsibilities and welfare;
- (6) review recommendations of the President regarding student affairs and make recommendations to the Board
- (7) recommend the policy on relations with alumni and other community groups;
- (8) recommend to the Board a public relations program to further the objectives of the College; and
- (9) to insure that proper short- and long-range planning for College operations occurs.

Section 9

Committee on Internal Affairs

The Committee on Internal Affairs shall be composed of the Chairperson, the Vice Chairperson and the President/Secretary. The Committee shall be responsible for:

- (1) new member orientation;
- (2) review of members' performance whose terms are expiring and who wish to be reappointed for an additional term; and
- (3) planning of the annual retreat and the establishment of draft annual objectives.

Prior to the expiration of the term of any member of the Board, the Internal Affairs Committee shall meet to evaluate the performance of the member. Subsequent to this evaluation, the Committee shall transmit an advisory recommendation for reappointment to the Governor or the County Executive as appropriate. The Board may also recommend candidate(s) for vacancies on the Board to the County Executive or Governor as appropriate.

Section 10

Advisory Commissions

- (1) The Board of Trustees may appoint Advisory Commissions to assist the College in the determination of community needs and in the development and evaluation of curricula.
- (2) The Advisory Commission members shall serve at the pleasure of the Board.

Section 11

Nominating Committee

The Nominating Committee shall:

- (1) Be appointed by the Chairperson in September;
- (2) have a membership of four (4) Trustees, broadly representing the Board, for example, by class (one from each year). The majority of the Committee shall not be officers.
- (3) give a preliminary report to the Board in October; and
- (4) present formal nominations at the November organizational meeting.

ARTICLE VII - MEETINGS

Section 1

Regular Meetings

Regular meetings of the Board shall normally be held at least once a month, except during the month of August, at such times and places as the Board may determine by resolution.

Section 2

Annual (Organizational) Meetings

The Annual (organizational) meeting of the Board shall be held in November as required by Chapter 41, Section 10, Laws of 1962 as amended. The specific business before this meeting shall be the election of officers.

Section 3

Special Meetings

Special meetings shall be called by the Chairperson, either on his or her own initiative, or upon written request by four (4) members of the Board, at such time and place as the Chairperson may determine. The notice of any such meeting shall be in accordance with the law and specify that matter(s) to be considered at said meeting, and the business to be transacted shall be confined to those matters that have been specified in said notice.

Section 4

Notice of Meetings

Board members shall be notified in writing by the Secretary of the time and place of all meetings and the purpose(s) of special meetings at least seventy-two (72) hours in advance of the meeting. Public notice of all meetings shall be in accordance with the Open Public Meetings Law.

Section 5

Quorum

A majority of all members of the Board of Trustees shall constitute a quorum for the transaction of business. All matters properly arising before a meeting at which a quorum is present shall be decided by vote of a majority of those present, except that a majority of all the members of the Board shall be required for the election of a President, adoption of budgets and amendment of these By-Laws.

Section 6

Agenda

- (1) Any member of the Board who desires that a given item shall be placed on the agenda shall so inform the Chairperson and/or the President not less than eight (8) days prior to the date on which the Board is scheduled to meet.
- (2) Not less than seven (7) days prior to the date on which the Board is scheduled to meet, the President shall submit to the Chairperson a list of such items suggested for inclusion on the agenda, and all additional items which in his or her judgment should come before the Board.

The Chairperson, and Standing Committee Chairperson, in consultation with the President and with such other officers of the Board as the Chairperson deems appropriate shall determine the items to be placed on the agenda, and shall direct that the agenda be prepared accordingly.

- (3) In the event that a matter of some urgency arises too late to be placed on the agenda according to this procedure, the Chairperson, on his or her own initiative or on the request of the President or any other member of the Board, may add items to the agenda regardless of the date such items come to his or her attention. A copy shall be mailed and faxed to all members as soon as it is determined to be an add on.
- (4) Items not on the agenda may be introduced for action at any regular meeting of the Board by any member who is present with the approval of a majority of the members present at that meeting.
- (5) All resolutions must be presented both orally and in writing with each Board member receiving a copy of same.

Section 7

Order of Business

- (1) The order of business at regular meetings of the Board shall be:
 - (a) Roll call
 - (b) Consideration and disposition of the Minutes
 - (c) Finance
 - (d) Personnel
 - (e) Operations
 - (f) Special Items
 - (g) Communications

- (h) President's Report
 - (i) Announcement of time and place of next meeting
 - (j) Adjournment
- (2) The order of business at special meetings of the Board shall be:
- (a) Roll call
 - (b) Explanation by presiding officer of the purpose(s) of the meeting
 - (c) Consideration and disposal of the item(s) included in the notice of the meeting
 - (d) Adjournment
- (3) Appearances before the Board

The order of business of any regular meeting shall include an opportunity for the public to address the Board on any item of business which is included on the agenda.

Furthermore, any individual or group may petition the Board on any subject not on the agenda that lies within the Board's jurisdictional authority. The applicant for such a hearing shall file with the President a written request together with the question or topic for discussion or presentation, at least seven (7) days prior to a regular meeting of the Board.

The Chairperson reserves the right to fix such time limits on presentations as he or she deems appropriate to the occasion and may limit the number of spokespersons who appear before it in opposition to or in support of a given issue being considered by the Board. The Board, by majority vote, may extend such limits as it deems appropriate.

Except in emergencies, the Board shall not attempt to decide upon any question before examining and evaluating any information any person requests the Board to consider. The appropriate Board committee and/or the President of the College shall be given an opportunity to examine and to evaluate all such information and to recommend action before the board makes a decision.

Section 8

Parliamentary Rules

Robert's Rules of Order, Revised, shall be followed in conducting the meetings of the Board unless waived by the Board.

ARTICLE VIII - ADMINISTRATION

Section 1

The President of the College

- (1) The chief executive officer of Mercer County Community College shall be designated as President of the College. He or she shall be elected by the Board of Trustees as provided elsewhere in these By-Laws.
- (2) The President shall have full authority and responsibility for the operation of the College, under the policies and rules and regulations of and within the budgets approved by the Board. The Board shall at all times, except as may be otherwise provided in these By-Laws, exercise its control of the College through the President.
- (3) The President shall nominate all professional administrative and instructional personnel with review and appointment by the Board. The President shall appoint and be responsible for all other personnel.
- (4) The President shall have the initiative in shaping and maintaining the educational programs of the College, and shall recommend to the Board from time-to-time such changes in the programs and services of the College as he or she deems desirable to fulfill the stated purposes of the College.
- (5) The President shall recommend the items to be included in the current expense budget and the capital outlay budget.
- (6) The President shall make a written report to the full Board of Trustees at least once each year on the development and operation of the College, including in such report(s) his or her recommendations concerning both the immediate and the long-range development of the College.
- (7) The Board shall designate an administrative officer of the College other than the President who, in the event of the President's serious disability, death, resignation, dismissal, or prolonged absence from his or her post for any other reason, shall serve as Acting President until the Board has selected a temporary or permanent President.

Section 2

Other Administrative Officers

- (1) The Board shall appoint such other administrative officers as the President may recommend, and as may be deemed necessary for the effective and economical administration of the College.

- (2) The duties, compensation, and term of office of all such administrative officers shall be determined by the Board upon recommendation by the President.

ARTICLE IX - INSTRUCTION

Section 1

Programs

- (1) The Board, upon the recommendation of the President and within the limits of the financial resources available to it, shall authorize the establishment of such programs of instruction and related services as may promote the achievement of the stated purposes of the College.
- (2) It shall be the responsibility of the President and such other members of the professional staff as he or she may designate to review and evaluate existing programs at frequent intervals, and to recommend such changes as may be deemed desirable. The Board may also designate programs it wishes to have reviewed and receive such results from the President.
- (3) The Board, upon recommendation of the President, shall order the termination of such programs and/or services as may be determined to be unessential to or ineffective in the attainment of the purposes of the College.

Section 2

Professional Staff

The professional staff, upon recommendation of the President and with the approval of the Board, shall adopt such internal organization as may be deemed desirable to ensure the efficient and harmonious achievement of the purposes of the College.

Section 3

Personnel Policies

The Personnel Committee may recommend to the Board [shall adopt] such policies regarding remuneration, promotion, tenure, retirement, fringe benefits, and dismissal as may promote the acquisition and retention of persons of such character, philosophy and competence as will maximally enhance the achievement of the purposes of the College.

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ARTICLE X - FISCAL MATTERS

Section 1

Expenditures of College Funds

The Board shall adopt such policies and procedures governing the commitment and disbursement of College funds and will ensure their use only for duly authorized purposes. All employees of the College having access to such funds shall be bonded.

Section 2

Depositories

All College funds shall be deposited when received to the credit of the College in such banks, trust companies, or other depositories as the Board may approve or designate, and all such funds shall be subject to withdrawal only upon checks properly signed. The Finance Committee may recommend the depositories to the Board.

Section 3

Checks

All checks or demands for money, and all notes of the College shall require the signature of such persons as the Board may from time-to-time designate.

Section 4

Internal Controls

The Board shall require the establishment of such internal auditing and bookkeeping controls as it considers necessary to ensure the expenditure of all College funds for the purposes intended by the Board.

Section 5

Fiscal Year

The fiscal year of the College shall be from July 1 to June 30 inclusive.

Section 6

Audit

The Board shall at least once in each fiscal year provide for independent audits of all accounts maintained at its direction, and shall submit such reports of same as the laws of the

State of New Jersey may require or the Board of Chosen Freeholders of the County of Mercer may request. The results of such audits shall be available for inspection by any citizen of the County of Mercer.

ARTICLE XI - CHANGES IN BY-LAWS

Section 1

Exclusion

Nothing in these By-Laws shall violate or be construed to violate any law, statute, or ordinance of the State of New Jersey or of Mercer County. Should any provision contained herein be found to be in violation thereof, such provision is hereby declared to be excluded from these By-Laws without prejudice to the remainder.

Section 2

Amendments

These By-Laws may be amended by a majority vote of all the Trustees at any meeting of the Board duly convened, provided, however, that the proposed Amendments shall have been presented in writing at a previous regular meeting to the Board and that announcement of the proposed change shall have been made in the notice of the meeting at which it is to be acted upon.

Section 3

Deletions

A proposal to delete any portion of these By-Laws shall be construed as a proposal to amend, and shall be treated in the same manner as any other such proposal.

Section 4

Suspension

These By-Laws may be suspended for the duration of any meeting of the Board:

- (a) when a majority of the membership gives notice of this intent to the whole Board in advance of the next meeting; or
- (b) by the affirmative vote of at least seven (7) members, without advance notice.