

BYLAWS
of
EUGENIO MARIA DE HOSTOS COMMUNITY COLLEGE ASSOCIATION, INC.

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ARTICLE I - ORGANIZATION

Section 1 – Name. This corporation shall be known as EUGENIO MARIA DE HOSTOS COMMUNITY COLLEGE ASSOCIATION, INC. (the “Corporation”).

Section 2 – Purpose. The Corporation is organized under the New York Not-for-Profit Corporation Law and is operated exclusively for the charitable purpose of supporting Hostos Community College (“College”) of The City University of New York (“CUNY”), as is more fully set forth in the Corporation’s Certificate of Incorporation.

Section 3 – Members. The Corporation shall have no members.

ARTICLE II – BOARD OF DIRECTORS

Section 1 - Powers and Composition. The property, affairs, business and concerns of the Corporation shall be vested in a Board of Directors consisting of thirteen (13) regular, voting Directors, and up to six alternates. The composition of the Board of Directors shall be as follows:

- The College President or his/her designee;
- Two College administrators, one of whom shall be the College Business Manager or another College administrator with finance and accounting experience (“the Business Manager”), and one administrator alternate appointed by the College President.
- Two faculty members of the College and up to two faculty alternates, each appointed by the College President from a panel whose size is twice the number of seats (including the alternates) to be filled and consists of faculty members elected by the Faculty Senate;
- Six students and up to three student alternates, consisting of the Student Government president, vice president, secretary and treasurer, and other students elected by student body and who meet the CUNY Board of Trustee eligibility guidelines for student leadership positions; and
- Two Independent Directors¹ appointed by the College President.

¹ An independent director is defined as a former employee of the College or the Corporation, a College alum, a community member, or any other individual, who, pursuant to Section 102 of the Not-for-Profit Corporations Law: (A) has not been within three years of his or her appointment to the governing board of the Corporation, an

Section 2 - Term of Office. Each faculty and Independent Director shall be elected or appointed for a three-year term to serve until his or her successor is elected or appointed and qualified. Each student Director shall serve for a one-year term and until his or her successor is elected or appointed and qualified. Directors may be elected or appointed to consecutive terms.

Section 3 – Qualification. Each Director shall be eighteen years of age or older. Each administration and faculty Director shall be a full-time employee of the College.

Section 4 – Removal. Any Director who ceases to occupy the position that qualified him or her to be elected or appointed as a Director will cease to be a Director. The College President may at any time remove a Director whom he or she has appointed. A Director may also be removed by the Board for cause, such as excessive absences or violation of these By-laws, upon the affirmative vote of eight members of the Board (i.e., a two-thirds majority of the Board not counting the Director whose removal is being considered, although that individual has the right to vote on the matter) at any regular meeting or special meeting of the Board called for that purpose, provided that due notice of the proposed action is given to the full membership of the Board.

Section 5 – Vacancies. Vacancies on the Board shall be filled as follows:

- Administration and Independent Director vacancies shall be filled by the College President.
- Faculty Director vacancies shall be filled by the College President with the faculty alternate, and if there is no alternate, from a list of nominees submitted by the College Council that is twice the size of the number of vacancies to be filled.
- Student Director vacancies shall be filled by the Student Government president from among the student alternates, and if there are no alternates, from the Student Government members elected by the student body.

employee of the Corporation, CUNY or the Research Foundation of CUNY; and (B) does not have a relative who is, or has been within three years of the individual's appointment to the governing board, a key employee of the Corporation, CUNY or the Research Foundation of CUNY; and (C) has not received, and does not have a relative who has received, in any of the three fiscal years prior to the individual's appointment to the governing board, more than \$10,000 in direct compensation from the Corporation, CUNY or the Research Foundation of CUNY (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by the Not-for-Profit Corporations Law); and (D) is not a current employee of or does not have a substantial financial interest in, and does not have relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the Corporation, CUNY or the Research Foundation of CUNY for property or services in an amount which, in any of the three fiscal years prior to the individual's appointment to the governing board, exceeds the lesser of \$25,000 or 2% of such entity's consolidated gross revenues. For purposes of this definition, "payment" does not include charitable contributions.

However, if a vacancy remains unfilled for three months after it occurs, and by reason of the absence, illness, or other inability of one or more of the remaining Directors a quorum of the Board cannot be obtained, a majority of the remaining Directors may appoint a Director from the relevant constituent group to fill the vacancy. A Director elected or appointed to fill a vacancy will hold office until his or her successor is elected or appointed and qualified.

Section 6 – Compensation. No Director shall receive any compensation from the Corporation for services performed in his or her official capacity, but Directors may be reimbursed for reasonable expenses incurred in the performance of official duties. This Section does not preclude any Director from serving the Corporation in any other capacity or from receiving compensation for services in such other capacity, including reimbursement for his or her related expenses.

ARTICLE III – MEETINGS OF THE BOARD OF DIRECTORS

Section 1 - Time and Place. Meetings of the Board of Directors may be held at such times and places as the Board of Directors determine.

Section 2 - Annual Meeting. The first regular meeting of the College’s fall semester each year will be the Annual Meeting of the Board of Directors, for the presentation by the Chair and the Treasurer of the annual financial report of the Corporation for the prior year and of current year financial priorities and objectives and for the transaction of such other business as may properly come before the meeting.

Section 3 - Regular Meetings. The Board of Directors shall hold a minimum of two regular meetings each semester.

Section 4 - Special Meetings. Special meetings of the Board of Directors may be held at any time upon the call of the Chair of the Corporation, or upon the written request of Directors constituting not less than one fifth of the Board, directed to the Chair or the Secretary.

Section 5 - Notice. Notice of every meeting of the Board of Directors shall be given personally, by electronic mail, or by U.S. mail to each Director at least seven days before the day on which the meeting is to be held. Each such notice shall state the time and the place where the meeting is to be held. Notices given by mail or by electronic mail are deemed to be given when dispatched or mailed, as the case may be, and shall be sent to each Director at his or her address as it appears in the records of the Corporation.

Section 6 - Waiver. No notice of the time, place or purpose of any meeting of the Board of Directors need be given to any Director who submits to the Chair or Secretary of the Corporation a signed waiver of notice, either before or after the meeting, or who attends the meeting without protesting, prior to or at its commencement, the lack of notice to the Director. Such waiver of notice may be written or electronic.

Section 7 - Quorum and Vote. At each meeting of the Board of Directors, the presence of seven Directors, including at least one student Director, shall constitute a quorum for the transaction of any business. Unless otherwise specified in these By-laws or by law, a majority vote of the Directors present at the time of the vote, if a quorum is present, will be the act of the Board of Directors. Each regular Director, including the Chair, shall be entitled to one vote. Each alternate may attend meetings of the Board, and shall be entitled to vote on such matters that come before the Board to the extent that the alternate is substituting for an absent member of the same constituency. Directors shall vote in person and not by proxy. Any one or more Directors may participate in a meeting by means of electronic video screen communication or similar communications equipment allowing all persons participating in the meeting to see and hear each other at the same time. Participation by such means shall constitute presence in person at a meeting as long as each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

Section 8 – Adjournment. Any meeting of the Board may be adjourned by a majority vote of the Directors present at the meeting. If a quorum is not present, a majority of the Directors present may adjourn the meeting to another place and time.

Section 9 - Conflict of Interest. As further set forth in the Corporation’s conflict of interest policy, each Director shall disclose to the Board the material facts as to his or her interest in any contract or transaction, including any directorships or offices held or financial interest, prior to any action by the Board regarding that contract or transaction. A Director that is interested in a contract or transaction may be counted in determining the presence of a quorum at a meeting of the Board to authorize the contract or transaction if this disclosure is made, *provided, however*, that the Director’s vote may not be counted when determining whether a sufficient number of Directors has approved the contract or transaction.

Section 10 - Order Within Meetings. Meetings of the Board of Directors of the Corporation shall be governed by *Robert’s Rules of Order*, most current edition, except that if there is any conflict between those rules and these By-laws, these By-laws shall take precedence.

ARTICLE IV - OFFICERS

Section 1 - Number. The officers of the Corporation shall be a Chair, a Vice Chair, a Treasurer, and a Secretary, and such other officers as the Board of Directors may from time-to-time determine.

Section 2 – Chair. The College President, or his/her designee serving on the Board of Directors, shall be the Chair of the Corporation. The Chair shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors. The Chair shall be responsible for the general supervision and control of the affairs of the Corporation and shall ensure that all policies, orders and resolutions of the Board of Directors are implemented. The

Chair shall perform such other duties as requested by the Board of Directors or as are reasonably incidental to the office of chief executive officer and chair.

Section 3 - Vice Chair. The Board shall elect a Vice Chair of the Corporation. The Vice Chair shall perform the duties of the office of the Chair in case of a vacancy in the position of Chair, or in the Chair's absence or inability to act. The Vice Chair shall perform such other duties as assigned by the Board of Directors or the Chair.

Section 4 – Treasurer. The Business Manager shall serve as the Treasurer of the Corporation. The Treasurer shall be the chief financial officer of the Corporation and shall have charge and custody of, and be responsible for, all the funds of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such banks or other depositories as are designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, taking proper vouchers for the disbursements, and shall render to the Chair and Directors at the regular meetings of the Board of Directors whenever they may require it, a statement of all transactions as chief financial officer and an account of the financial condition of the Corporation. The Treasurer shall perform all other duties incident to the office of Treasurer and such other duties as assigned by the Board of Directors or the Chair.

Section 5 – Secretary. The Board shall elect a Secretary of the Corporation. The Secretary shall issue notices of all meetings of the Board of Directors where notices are required by law or these By-laws. The Secretary shall attend and keep the minutes of the meetings of the Board of Directors, shall keep the seal of the Corporation and shall, when necessary, attest to the official acts of the Chair and the Board of Directors. The Secretary shall perform all other duties incident to the office of Secretary and such other duties as assigned by the Board of Directors or the Chair.

Section 6 - Compensation. No officer shall receive any compensation from the Corporation for services performed in his or her official capacity, but officers may be reimbursed for reasonable expenses incurred in the performance of official duties, subject to the approval of the Board of Directors.

ARTICLE V- COMMITTEES

Section 1 – Committees of the Board. The Board of Directors may, as set forth in these Bylaws or by resolution or resolutions adopted by a majority of the entire Board, establish such committees (including their term, duties and powers) as it shall deem necessary and advisable, each consisting of three or more Directors and each of which, to the extent provided in the resolution, shall have the authority of the Board, except that no committee shall have authority as to following matters: (a) any action related to the Certificate of Incorporation, (b) any amendments to, or repeal of, these By-laws, (c) the filling of vacancies in the Board or in any committee, (d) the fixing of compensation of Directors for serving on the Board or on any committee, (e) the amendment or repeal of any resolution of the Board which by its terms shall

not be so amendable or repealable or (f) any action otherwise prohibited by law. Each committee of the Board shall keep minutes and report on these proceedings to the Board at or before the next scheduled Board meeting. The committees of the Board shall include the following:

(a) Executive Committee. The Board of Directors shall have an Executive Committee consisting of the officers of the Corporation, and such additional Director(s), if any, as are necessary to constitute an administrative/faculty majority of one. The Chair of the Corporation shall serve as Chair of the Executive Committee. The committee, when College classes are not in session and in emergency situations, shall have and may exercise all powers of the Board of Directors except as otherwise provided in this Section 1.

(b) Audit Committee. The Board shall have an Audit Committee, which shall consist of the two Independent Directors and one student Director elected by the Board, who also meets the definition of Independent Director. The Audit Committee shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements. The Audit Committee's responsibilities shall include the following:

- annually select or renew the selection of an independent auditor to conduct an audit, subject to the approval of The City University of New York;
- review with the independent auditor the scope and planning of the audit prior to the audit's commencement;
- upon completion of the audit, review and discuss with the independent auditor:
(A) any material risks and weaknesses in the internal controls identified by the auditors; (B) any restrictions on the scope of the auditor's activities or access to requested information; (C) any significant disagreements between the auditor and management; and (D) the adequacy of the Corporation's accounting and financial reporting processes;
- annually consider the performance and independence of the independent auditor;
- oversee the adoption, implementation of, and compliance with the Corporation's conflict of interest policy; and
- report on the committee's activities to the Board.

Section 2 – Committees of the Corporation. The Board of Directors may establish such other committees as it deems necessary and advisable. These committees shall be committees of the Corporation, not of the Board, and shall have only the powers specifically delegated to them by the Board and shall have no authority to bind the Board. The committees of the Corporation shall include the following:

(a) Budget Committee. The Corporation shall have a Budget Committee with seven members, including the Student Government president, three other student Directors elected by the Board, the Business Manager, and two other committee members appointed by the College President from among the administration and faculty Directors. The Budget Committee shall be empowered to receive and review student activity fee budget requests and to develop and allocate a budget for the Corporation subject to the review of the Board of Directors for conformance with the expenditure categories set forth in the Bylaws of the Board of Trustees of The City University of New York, and as to whether they are inappropriate, improper or inequitable.

Section 3 - Committee Operating Procedures. Each committee shall meet upon call of its chair or of any two (2) of its members upon such notice given to its members as is provided in these By-Laws for the giving of notice to Directors for meetings of the Board of Directors or upon such other notice, if any, as the committee may determine. Unless otherwise provided in these By-Laws, a majority of members of a committee shall be present to constitute a quorum. The chair of each committee shall be appointed by its members unless appointed by the Board of Directors, the Chair of the Corporation, or otherwise set forth in these By-Laws. Acts and decisions of the committees shall be by majority vote of those present at the time of the vote, if a quorum is present at such time. The committees shall keep regular minutes of their proceedings and make the same available to the Board upon request.

ARTICLE VI - BOOKS AND RECORDS; FINANCIAL MATTERS

Section 1 - Books. The Corporation shall keep complete books of all the business transactions of the Corporation and minutes of the proceedings of its Board of Directors and committees, as well as copies of its Certificate of Incorporation, these By-Laws, any and all annual financial statements of the Corporation, and any quarterly income statements or balance sheets of the Corporation prepared by it.

Section 2 - Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30.

Section 3 - Ownership of Assets. No director, officer or employee of the Corporation shall have any right, title or interest in any of the assets and funds of the Corporation; all assets and funds of the Corporation shall be owned exclusively by the Corporation.

Section 4 – Banks Accounts, Deposits. All funds of the Corporation shall be deposited in an account or accounts in the name of the Corporation in a bank or banks designated by the Board and shall be used solely to pay the proper expenses of the Corporation.

Section 5 - Signatures. All checks, drafts, notes, orders for the payment of money, withdrawals, and evidences of indebtedness of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as the Board of Directors from time to time may determine by resolution. In the absence of such determinations by the Board, such instruments be signed by the Treasurer, the Chair or such other authorized signatories who shall

be designated by the Board at the beginning of each academic year of the College, except that instruments regarding amounts over \$2,500 must be signed by two authorized signatories, one of whom shall be either the Chair or the Treasurer.

Section 6 - Contracts. No contract may be entered into on behalf of the Corporation unless and except as authorized by the Board of Directors. The Chair, or his or her designee from among the other Directors, is authorized to sign contracts on the Corporation's behalf.

Section 7 – Investments. Any funds or other assets of the Corporation which, in the judgment of the Board of Directors, shall not immediately be required to effect the purposes of the Corporation, may be invested, reinvested, and administered by the Board of Directors in such investments as in the judgment of the Board of Directors are sound and proper. The Treasurer shall have the authority to invest and reinvest such funds in Bank Certificates of Deposit, Bank Savings Accounts, U.S. Treasury Notes and Certificates, or the CUNY Investment Pool, without further action of the Directors.

Section 9 - Financial Records and Accounts. The Corporation's financial records and accounts shall be kept in a form consistent with generally accepted accounting principles.

Section 10 - Audit. The Corporation's financial records and accounts shall be audited annually, and at such other times as directed by the Board of Directors, by an independent certified public accountant or firm designated by the Audit Committee.

ARTICLE VII - GOVERNANCE

The Corporation shall operate consistent with the bylaws, policies and regulations of The City University of New York and any policies, regulations and orders of the College. Nothing contained in these By-Laws shall be construed as diminishing the rights, duties and intentions as defined in Article XVI of the By-laws of the Board of Trustees of The City University of New York.

ARTICLE VIII - AMENDMENTS

The Certificate of Incorporation and By-laws of the Corporation may be amended, altered or repealed in whole or in part, by the affirmative vote of at least two-thirds of the entire Board (i.e., the total number of Directors entitled to vote which the Corporation would have if there were no vacancies) at any regular or special meeting of the Board, provided that written notice of the substance of the amendment is given with notice of the meeting, to all Directors, in accordance with the notice provisions set forth in Article III, Section 5 of these By-laws. Any proposed amendment to the Certificate of Incorporation or By-laws of the Corporation is subject to the approval of the Board of Trustees of The City University of New York.

ARTICLE IX - INSURANCE AND INDEMNIFICATION

Section 1 - Insurance. The Corporation will purchase appropriate insurance for the protection of the Directors, officers and employees of the Corporation.

Section 2 - Indemnification. The Corporation shall, to the full extent authorized by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she was a director, officer, employee, or agent of the Corporation. The Corporation shall also indemnify to the full extent permitted by law any officer, director or employee serving any other corporation, partnership, joint venture, trust, employee benefit, or other enterprise in any capacity at the request of the Corporation.

ARTICLE X - DISSOLUTION

In event of dissolution of the Corporation, all of the remaining assets and property of the Corporation, after deduction of necessary expenses, shall be distributed, as determined by the Board of Directors and approved by order of a Justice of the Supreme Court of the State of New York, to The City University of New York for the use and benefit of the College or any successor thereof, or to an organization which supports the College or any successor thereof and which satisfies Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Approved by the CUNY Board of Trustees on March 21, 1985, with amendments approved on June 22, 1992, September 29, 2014 and _____, 2015.