

BRONX COMMUNITY COLLEGE
THE CITY UNIVERSITY OF NEW YORK

BY-LAWS OF THE BRONX COMMUNITY COLLEGE
AUXILIARY ENTERPRISES CORPORATION

Article I – Name and Purposes

Section 1. Name – This Corporation, the Bronx Community College Auxiliary Enterprises Corporation, will hereinafter be referred to as the Corporation.

Section 2. Purposes – The principal objectives and purpose of the Corporation are as follows:

1. To provide auxiliary enterprises to service the students, faculty, administrative staff, alumni, and others in the college community of Bronx Community College. Such auxiliary enterprises may include food services, book stores, vending and game machines, copying services, printing services, typing services, computer services and other related enterprises to assist the students, faculty, administrative staff, alumni, and others in the college community of Bronx Community College.
2. Through the provision of auxiliary enterprise services and the use and allocation of auxiliary enterprise revenues, assist in developing, improving and increasing the programs, resources and facilities of Bronx Community College to enable it to provide more extensive educational opportunities and services to its students, faculty, administrative staff, alumni, and others in the college community.
3. As a means of accomplishing the foregoing purposes, the Corporation shall have all of the general powers set forth in Section 202 of the Not-for-Profit Corporation Law of the State of New York and such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes herein set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law, together with the power to solicit grants and contributions for corporate purposes.
4. The lawful public or quasi-public objectives of the purposes of this Corporation are to provide services to the students, faculty, administrative staff, alumni, and others in the college community of Bronx Community College and to further the educational goals of this public institution of higher education which is part of The City University of New York.

Article II- Membership and Directors

Section 1. Number – The property, affairs, and concerns of the Corporation shall be vested in a Board of Directors consisting of thirteen (13) directors.

1. The President of the college or his/her designee, shall be the Chair of the Board of Directors by virtue of the office held.
2. The President shall appoint three (3) directors from amongst the administrators of the college.
3. The President of the college shall appoint two (2) faculty members from a panel of at least four (4) teaching faculty elected by the college's Senate Executive Committee.
4. Five (5) student directors of the Board of Directors shall be elected by the Student Council from amongst the students duly elected by the general student body, including the student government president.
5. Two Independent Directors¹ appointed by the College President.

Section 2. Terms of Office –Each administration, faculty and Independent Director shall serve for a three-year term and until his or her successor is elected, 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. A director's term of office shall commence with the Corporation's fiscal year. Directors may be elected or appointed to consecutive terms.

Section 3. Qualifications – The faculty/administration component of the Board of Directors shall be full-time employees of Bronx Community College. The student component of the Board of Directors shall be students in good standing enrollment at Bronx Community College.

Section 4. Duties and Meetings – The Board of Directors shall have power to hold meetings at such time and places as it deems advisable, to appoint committees, to employ necessary

¹ An independent director is defined as a former employee of the College or 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 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 Corporation Law); and (D) is not a current employee of or does not have 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.

employees, to authorize proper expenditures and to take such other measures as may be necessary or proper to carry out the purposes of the Corporation. Meetings of the Board of Directors may be called by the Chair whenever he/she deems advisable and meetings shall be called by him/her upon written request of any four (4) members of the Board of Directors. Notice of every meeting of the Board of Directors shall be given personally, by electronic transmission or by first class mail to each Director at least five business days before the day on which the meeting is to be held.

Section 5. Quorum – The presence of seven (7) directors shall constitute a quorum for the transaction of any business and, unless otherwise specified in these by-laws, the act of a majority at any meeting of the Board of Directors shall be the act of the Board. Each director shall be entitled to one vote. Directors shall vote in person and not by proxy.

Section 6. Vacancies – Whenever a vacancy shall occur in the Board of Directors, said vacancy shall be filled in accordance with the provisions set forth in Section 1 of Article II hereof.

Section 7. Compensation – No director shall receive any compensation from the Corporation for services performed in his/her official capacity, but directors shall be reimbursed for reasonable expenses incurred in the performance of official duties.

Section 8. Assessments – The Board of Directors shall have no power to impose any liability or assessment upon any director or directors of the Corporation, except that a director of the Corporation may be required to reimburse the Corporation for personal use of Corporation Services.

Article III – Officers and Executive Committee

Section 1. Chair – The Chair of the Board of Directors shall preside over meetings of the Board. He/she shall sign and execute, in the name and on behalf of the Corporation, all documents required to be executed by the Corporation and shall perform such other duties as requested by the Board of Directors or as are reasonably incidental to his/her office. The President of the college or his/her designee shall be the Chair of the Board of Directors.

Section 2. Vice-Chair – The Board of Directors shall elect one of the student members of the Board as Vice-Chair of the Board of Directors. He/she shall preside over meetings of the Board in the absence of the Chair. He/she shall perform such other duties as requested by the Chair or Board of Directors.

Section 3. Second Vice Chair – The Board of Directors shall elect one of the student members of the Board as Second Vice-Chair of the Board of Directors. He/she shall preside over meetings of the Board in the absence of the Chair and Vice-Chair. He/she shall perform such other duties as requested by the Chair or Board of Directors.

Section 4. Treasurer – The President of the college shall designate one of the administrative members of the Board as Treasurer of the Board of Directors. The Treasurer shall be the business and fiscal officer of the Corporation. He/she shall perform such other duties as requested by the President or Board of Directors.

Section 5. Secretary – The Secretary shall oversee the taking and recording of minutes of all meetings of the Corporation’s Board of Directors, shall keep the seal of the Corporation and shall, when necessary, attest to the official acts of the Chair and Board of Directors. The Secretary shall supervise the distribution of minutes of all Corporation meetings; said distribution shall take place no more than seven days after a meeting. Whenever a person is elected or appointed to one of the positions specified in Section I of Article II hereof, the Secretary shall immediately notify such person, in writing, of his/her membership in the Corporation. The Secretary shall perform such other duties as requested by the Chair or Board of Directors. The college president shall designate one of the administrative members as Secretary.

Section 6. Executive Committee – The officers of the Board of Directors of the Corporation shall constitute the Executive Committee of the Board with power to act for the full Board when classes at Bronx Community College are not in session. A majority of the members of the Executive Committee of the Board shall also have the power to act for the Board of Directors when circumstances make it unfeasible to call for a meeting of the full Board of Directors. An action of the Executive Committee shall be reviewed and voted upon at the next regularly scheduled meeting of the full Board of Directors of the Corporation.

Article IV – Budget

Section 1. Fiscal Year – The fiscal year for the Corporation shall begin July 1st.

Section 2. Budget and Contract Committee – The Budget and Contract Committee shall develop all contract and budget allocation proposals subject to the review and approval of the Board of Directors of the Corporation. The budget and contracts of the Corporation shall be proposed by the Treasurer and submitted to the Committee. Five (5) directors of the board shall comprise the membership of the Budget and Contract Committee. Two (2) members of the committee shall be administrators, two (2) shall be students, and one (1) shall be a member of the faculty.

Section 3. Notification for Action – The minutes of the Board of Directors or the Executive Committee, as submitted by the Secretary and approved by the Board of Directors or the Executive Committee, shall be deemed to be the official notification for the appropriate college office authorizing it and other related college offices to take the necessary actions relating to appropriations and expenditures.

Section 4. Audit – The accounts of the Corporation shall be audited annually by outside certified public accountants engaged by the Board of Directors for that purpose.

Section 5. 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.

Article V – Review Authority of the President and Governance

Section 1. Authority – The President of Bronx Community College shall have review authority over all actions taken by the Corporation's Board of Directors. Said review authority shall be exercised in the manner prescribed under Article XVI of the By-Laws of the Board of Trustees of The City University of New York.

Section 2. Governance – The Corporation shall operate consistent with the by-laws, policies and regulations of The City University of New York and any policies, regulations and orders of Bronx Community College.

Article VI – Assets and Funds

Section 1. Ownership – 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 2. Disposition – 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 President of the college and shall be used solely to pay the proper expenses of the Corporation. Funds shall be withdrawn from such bank account or accounts only upon the written authorization and signatures of both the Treasurer of the Corporation and Chair of the Corporation or upon the written authorization and signature of such other person or persons as the Board of Directors shall designate by resolution. 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 securities, real estate or other investment as in the judgement of the Board of Directors is sound and proper.

Section 3. Dissolution – In event of dissolution of the Corporation, all of the remaining assets and property of the Corporation, after deduction of the 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.

Article VII – Amendments to By-Laws

Section 1. Amendments – These by-laws may be amended by a two-thirds vote of the total membership of the Board of Directors. Said two-thirds vote shall be cast during two consecutive meetings of the total membership of the Board of Directors of the Corporation.

Section 2. Effective Date of Amendment – Amendments shall be subject to the approval of the college president and the Board of Trustees of The City University of New York. The effective date of amendment to these by-laws shall be as stated by the Board of Trustees of The City University of New York.

Section 3. Conflicts – The Board of Directors of the Corporation shall not adopt any new or amended by-laws, policies, or resolutions which conflict with the terms of the By-Laws of the Board of Trustees of The City University of New York. Nothing contained in the By-Laws of the Corporation 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.

Section 4. Resolution of Conflicts – Should a conflict exist between the By-Laws of the Corporation and the By-Laws of the Board of Trustees of The City University of New York, governing policy shall be that established by The City University of New York and the Board of Trustees of The City University of New York. Conflicts may be submitted to the Office of Vice-Chancellor for Legal Affairs of The City University of New York for resolution.

Article VIII – 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 of the request of the Corporation.

Approved by the CUNY Board of Trustees on February 28, 1984, with amendments approved on September 29, 2014 and June 29, 2015, Cal. No. 6.A, 2015.