

**BY-LAWS
OF
THE CITY COLLEGE
AUXILIARY ENTERPRISES CORPORATION**



THE CITY COLLEGE
OF THE CITY UNIVERSITY OF NEW YORK
BY-LAWS OF THE CITY COLLEGE AUXILIARY ENTERPRISES CORPORATION

Article I – Name and Purposes

Section 1. Name -- This corporation, The City College Auxiliary Enterprises Corporation shall be referred to as the Corporation. The Board of Directors of the Corporation shall be referred to as the Board.

Section 2. Purposes -- The principal objectives and purposes of the Corporation are as follows:

1. To provide auxiliary enterprises to service the students, administrative staff, alumni, and others in the college community of The City College of The City University of New York. Such auxiliary enterprises may include food services, bookstore operations, 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 The City College.
2. Through the provision of auxiliary enterprise services and the use and allocation of auxiliary enterprise revenues, to assist in developing, improving and increasing the programs, resources and facilities of The City 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 The City 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 eleven (11) Directors.

1. The President of the College or his/her designee shall be the Chair of the Board.
2. The President shall appoint three (3) directors selected from members of the College administration.
3. The President of the College shall appoint two (2) directors selected from a panel of four faculty members elected by the Faculty Senate.
4. Five student members enrolled at The City College. Two (2) shall be the Presidents of the two Student Governments. Three (3) shall be selected by the appropriate Student Government from among the student government members elected by the students. The student seats shall be allocated on a basis which will provide representation, as nearly as practicable, to each of the student bodies in proportion to their enrollment by headcount.

Section 2. Term of Office -- Student directors shall be elected annually and serve for one year terms. Administration directors shall be appointed by and serve at the will of the college president. Faculty directors shall serve for staggered two year terms with the college president designating one to serve for an initial term of one year.

Section 3. Qualifications -- The faculty/administration component of the Board shall be full-time employees of The City College. The student members of the Board of Directors shall be students in good standing enrolled at The City College. Each student director shall maintain at least a 2.0 cumulative index.

Section 4. Duties and meetings -- The Board shall have power to hold meetings at such times and places as it deems advisable, to appoint committees, to employ necessary 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 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. The Board will meet at least once a year.

Section 5. Quorum -- The presence of six (6) directors shall constitute a quorum for the transaction of any business, a majority of whom must be members of the faculty and/or administration and unless otherwise specified in these by laws, the act of a majority at any meeting of the Board shall be the act of the Board. Each director shall be entitled to one vote. Directors shall vote in person and not by proxy.

If there is no quorum at two (2) consecutive meetings called by the Chair, the Chair shall convene a third meeting within five (5) days of the last aborted meeting. If there is no quorum at this third meeting, the Executive Committee shall have the power to act in place of the Board and the act of a majority of the Executive Committee members at such a meeting shall be the act of the Board.

If the Executive Committee is unable to take action, the Chair, if not the President of the College, shall notify the President of the College who shall devise a method to break the deadlock. If the President of the College is the Chair of the Corporation, the Chair shall devise a method to break the deadlock.

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 of the by laws.

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 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 shall preside over meetings of the Board and shall vote only in case of a tie. 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 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.

Section 2. Vice-Chair -- The Board shall elect one of the student members of the Board as Vice-Chair of the Board. 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.

Section 3. Second Vice-Chair -- The Board shall elect one of the student members of the Board as a Second Vice-Chair of the Board. 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 the Board.

Section 4. Treasurer -- The College President shall designate one of the administrative members of the Board as Treasurer of the Board. The Treasurer shall be the business and fiscal officer of the Corporation. The Treasurer shall prepare budgets and contracts for submission to the Budget and Contract Committee. He/she shall perform such other duties as requested by the Chair or the Board.

Section 5. Secretary -- The College President shall designate one of the faculty members of the Board as Secretary of the Board. The Secretary shall oversee the taking and recording of minutes of all meetings of the Corporation's Board, shall keep the seal of the Corporation and shall, when necessary, attest to the official acts of the Chair and the Board. The Secretary shall supervise the distribution of minutes of all Corporation meetings; said distribution shall take place no more than seven (7) days after a meeting. Whenever a person is elected or appointed to one of the positions specified in Section 1 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.

Section 6. Executive Committee -- The officers of the Board shall constitute the Executive Committee of the Board with power to act for the full Board when classes at The City College are not in session or when circumstances specified in Article II Section 5 arise. A majority of the members of the Executive Committee of the Board shall have power to act for the Board when circumstances make it unfeasible to call for a meeting of the full Board. An action of the Executive Committee, other than an action permitted under Article II Section 5 of these bylaws, must be reviewed and voted upon at the next regularly scheduled meeting of the full Board. The Chair of the Board shall be the Chair of the Executive Committee.

Article IV – Fiscal Year; Budget and Contract Committee; Notice; Audits

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

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. 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. One of the Administrative members of the Committee shall be the Treasurer who shall also be Chair of the Committee. The other committee members shall be selected by the Board.

Section 3. Notification for Action -- The minutes of the Board or the Executive Committee, as submitted by the Secretary and approved by the Board 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 for that purpose.

Article V – Review Authority of the President and Governance

Section 1. Authority -- 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 The City College. The President of The City College shall have review authority over all actions taken by the Corporation's Board. Said review authority shall be exercised in the manner prescribed under Article 16 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 The City 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 accounts only upon the written authorization and signatures of both the Treasurer of the Corporation and Chair of the Corporation or their respective designees. Any funds or other assets of the Corporation which, in the judgment of the Board, shall not immediately be required to effect the purposes of the Corporation may be invested, reinvested, and administered by the Board in such securities, real estate or other investment as in the judgment of the Board is sound and proper.

Section 3. Dissolution -- In the case of dissolution of the Corporation, surplus assets, if any, shall pass to the Board of Trustees of the City University of New York, solely for the use and purposes of The City University of New York, solely for the use and purposes of The City College, or any successor thereof, organized and operated exclusively for educational purposes and qualified under Section 501 (c) (3) of the U.S. Internal Revenue Code of 1954 as amended, subject to an order of a justice of the Supreme Court of the State of New York.

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. Said two-thirds vote shall be cast during two consecutive meetings of the total membership of the Board.

Section 2. Effective Date of Amendment -- Amendments shall be subject to the approval of the President of The City College 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.