

**BY-LAWS
OF
HOSTOS COMMUNITY COLLEGE
AUXILIARY ENTERPRISES CORPORATION, INC.**

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ARTICLE I – NAME AND PURPOSE

SECTION 1. NAME

This Corporation shall be known as Hostos Community College Auxiliary Enterprises Corporation Inc., hereinafter referred to as the “Corporation.”

SECTION 2. PURPOSES

The Corporation is organized under the New York Not-for-Profit Corporation Law and is operated exclusively for the charitable purpose of supporting Eugenio Maria de 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.

ARTICLE II - THE BOARD OF DIRECTORS

SECTION 1. POWERS

General management of the property, affairs, business and concerns of the Corporation shall be vested in the Board of Directors. The Board of Directors (hereinafter referred to as the “Board”) shall have power to hold meetings at such time and places as it deems advisable, to appoint committees, to hire necessary employees, to authorize proper expenditures and to take such other measures as may be necessary and proper to carry out the purposes of the Corporation. The Board shall keep minutes of its meetings and all actions.

SECTION 2. MEMBERSHIP

The Board shall contain representatives of the administration, the instructional staff, and the student body of the College. The Board shall be comprised of the following thirteen (13):

- a. Four (4) College Administrators appointed by the President of the College.
- b. One (1) member of the College faculty selected by the President of the College from a panel of two (2) elected by the Faculty Senate.
- c. Five (5) College Students including the Student Government President and four other students appointed by the Student Government from elected members of the Student Government.

- d. The President of the College or his/her designee. The College President or his/her designee on the Board shall serve as President of the Corporation.
- e. Two Independent Directors¹ appointed by the President of the College.

SECTION 3. TERM OF OFFICE

The term of office of the Directors shall be September 1 to August 31. In the event that a person is not elected or appointed to fill one of the positions listed in Article II, Section 2, the incumbent in that category will continue to serve until a replacement is properly appointed, if the incumbent continues to satisfy the requirements of the category.

SECTION 4. 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 5. TERMINATION OF MEMBERSHIP

- a. 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.
- b. An elected Director may resign from office at any time by delivering his or her resignation in writing to the Chair or Secretary of the Corporation. Unless otherwise specified by the terms thereof, such resignation shall be effective immediately upon its delivery to the Corporation and the acceptance of such resignation shall not be necessary to make such resignation effective.
- c. Any Director may be suspended for a period of time or be removed for cause, such as, excessive absences or violation of any of the by-laws or rules of the Corporation. Such suspension and the period thereof, or removal, shall be imposed only by the unanimous vote of the full Board, with the exception of the vote of the person proposed for suspension or removal. At least ten days before a vote may be taken for the suspension or removal of a Director, a statement of the charges against him or her and a notice of the time and place where the Board proposes to take action must be sent to such Director by certified mail, overnight courier or other means with proof of delivery at his or her last recorded address. Such Director shall be given an opportunity to present a defense at the time and place mentioned in the aforesaid notice. Such removal or suspension shall be effective immediately upon the recording of the required affirmative vote thereon by the Board of Directors.

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 meets the definition of “independent director” pursuant to Section 102 of the Not-for-Profit Corporations Law, with affiliate of the Corporation to include for these purposes CUNY and the Research Foundation of CUNY. Section 102 is available here: <https://codes.findlaw.com/ny/notforprofit-corporation-law/npc-sect-102.html>.

SECTION 6. 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 from a list of nominees submitted by the College Senate that is twice the size of the number of vacancies to be filled.
- Student Director vacancies shall be filled by the SGA president from the SGA members elected by the student body.

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 7. EFFECT OF TERMINATION OR OF SUSPENSION

The rights of any person as a Director of this Corporation, including his/her right to vote, shall cease immediately upon his or her termination, or upon his or her suspension for the period of suspension.

SECTION 8. COMPENSATION

No Director shall receive any compensation from the Corporation for services performed in his official capacity. Directors shall be reimbursed for reasonable expenses incurred in the performance of official duties, subject to approval of the Board of Directors.

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. All meetings, annual, regular or special, must be held Monday through Friday exclusive of holidays during the period regular classes are in session.

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

A regular meeting of the Board shall be convened once 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 not less than three Directors 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 five days before the day on which the meeting is to be held if notice is given personally, or by electronic mail, and at least ten days before the day on which the meeting is to be held if the notice is given by U.S. mail. Each such notice shall state the time and the place where the meeting is to be held. Notices given by electronic mail or U.S. 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 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 Director shall be entitled to one vote. Directors shall vote in person and not by proxy. Any one or more Directors may participate in a meeting by means of a conference telephone, electronic video screen communication or similar communications equipment allowing all persons participating in the meeting to 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 shall not be present at or participate in deliberations or voting on the matter and such 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.

ARTICLE IV - OFFICERS OF THE CORPORATION

SECTION 1. OFFICERS

The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may from time-to-time determine.

SECTION 2. PRESIDENT

The President of the College or his/her designee on the Board shall be the President of the Corporation. The President of the Corporation shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board and the Executive Committee. The President of the Corporation 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 President of the Corporation shall perform such other duties as requested by the Board or as are generally incidental to the office of chief executive officer and chair. The President of the Corporation shall not be an employee of the Corporation, unless approved by two-thirds of the entire Board.

SECTION 3. VICE PRESIDENT

The Board shall elect one of the Directors as Vice President of the Corporation. The Vice President shall perform the duties of the Office of the President in case of a vacancy in the position of President, or in the President's absence or inability to act. The Vice President shall perform such other duties as assigned by the President or the Board.

SECTION 4. SECRETARY

The Board shall elect one of the Directors as Secretary of the Corporation. The Secretary shall keep the Seal and official records of the Corporation and shall, when necessary, attest to the official acts of the President, Board and 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 President 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 President.

SECTION 5. TREASURER

The Business Manager of the College shall serve as 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 President 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 President.

SECTION 6. TERM OF OFFICE

The Officers of the Board shall be appointed for a term of one year (September 1, to August 31) but shall each continue in office, if otherwise qualified until his or her successor has been duly appointed and qualified.

SECTION 7. 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 approval of the Board.

SECTION 8. VACANCIES

A vacancy in any office may be filled by the Board of Directors for the unexpired term.

ARTICLE V - COMMITTEES

SECTION 1. COMMITTEES OF THE BOARD

The Board of Directors may, by inclusion in these By-laws or by action of the 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 Board resolution or these By-laws, shall have the authority of the Board, to the extent provided by these By-laws, except that no committee shall have authority as to following matters: (a) any amendment to the Certificate of Incorporation, (b) any amendments to, or repeal of, these By-laws or adoption of new 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, (f) the election or removal of officers and directors, (g) approval of a merger, plan of dissolution, or sale or other disposition of all or substantially all of the assets of the Corporation or (h) 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 five Directors, including the President, the Treasurer, the SGA President and two additional Directors elected by the Board, one of whom shall be a student Director. The President 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 of Directors 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; 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 may include:

a. Food Service Committee. The role of the Food Services Committee is to advise the Board on the quality of service and make recommendations on such matters as the awarding of contracts, hours of operation, and related matters. The committee shall be appointed by the Board from among the College's student body and instructional and administrative staff, after consultation with such constituencies. Members of the committee do not have to be Directors.

b. Book Store Committee. The role of the Book Store Committee is to advise the Board on the quality of service and make recommendations on such matters as the awarding of contracts, methods of providing service, hours of operation, and related matters. The committee shall be appointed by the Board from among the College's student body and instructional and administrative staff, after consultation with such constituencies. Members of the committee do not have to be Directors.

c. Committee on Parking. The role of the Committee on Parking is to advise the Board on make recommendations on such matters as how best to utilize the parking areas, fees to be charged, priorities to be established and related matters. The committee shall be appointed by the Board from among the College's student body and instructional and administrative staff, after consultation with such constituencies. Members of the committee do not have to be Directors.

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. 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 President 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 VIII – 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. SOURCES OF FUNDS

The Corporation's funds and assets shall derive from the charges made by the several services that it administers. It may accept other monies properly related to such functions and monies for the support of scholarships. The Corporation shall neither hold nor administer monies derived from the student activity fee.

SECTION 5. BANK 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 expenditures of the Corporation.

SECTION 6. 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 shall be signed by two of the following: Treasurer, President or Vice President of the Corporation.

SECTION 7. CONTRACTS

No contract may be entered into on behalf of the Corporation unless and except as authorized by the Board of Directors; any such authorization may be general or confined to specific instances. Unless otherwise authorized pursuant to Article VIII, Section 6 above, the President, or his or her designee from among the other Directors, is authorized to sign contracts on the Corporation's behalf.

SECTION 8. 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 IX - 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 nine Directors 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.

ARTICLE XI – 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 concerning the administration, operation and management of auxiliary enterprises. 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.

Approved by the Corporation on April 9, 2015, with amendments approved on February 7, 2019.

Approved by the CUNY Board of Trustees on January 5, 1984. On September 29, 2014 and June 29, 2015, CUNY BOT granted blanket approval of any and all amendments required to comply with the NYS Not-for-Profit Corporation Law and the CUNY BOT bylaws.