**BYLAWS OF THE AUXILIARY SERVICE CORPORATION**
**OF THE COLLEGE AT OLD WESTBURY, INC.**

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## ARTICLE I – NAME AND PURPOSES

### SECTION 1 – NAME
This CORPORATION shall be known as the Auxiliary Service Corporation of the College at Old Westbury, Inc. hereinafter referred to as the CORPORATION.

### SECTION 2 – PURPOSES
The CORPORATION shall be a not-for-profit, tax-exempt corporation within the meaning of Sections 501(c)(3) and 509(a) (3) of the Internal Revenue Code and its regulations. Its purpose is to establish, operate, manage and promote auxiliary services for the benefit of the College at Old Westbury community and members of the public where students, faculty or staff have a significant interest in the quality or price of the services provided (excluding residence halls).

### SECTION 3 – USE OF FUNDS
The CORPORATION's fiscal year shall be June 1 to May 31. Any income, monies, gifts, devises or bequests received by the CORPORATION must be used to advance and promote the purposes of the CORPORATION and the COLLEGE. None of the CORPORATION Directors, officers or employees shall receive any part of the net revenue or surplus of this CORPORATION.

## ARTICLE II – MEMBERSHIP

The CORPORATION shall have no members.

## ARTICLE III – DIRECTORS

### SECTION 1 – GENERAL POWERS
The affairs, property and funds of the CORPORATION shall be managed by its Board of Directors. The Board of Directors shall have power and authority to hold meetings at such times and places as it deems advisable, to appoint committees, to employ necessary employees, to approve the annual budget, to authorize proper expenditures and to take such other measures as may be necessary or proper to carry out the purpose of the CORPORATION consistent with these Bylaws, the CORPORATION's contract with the State University of New York and the COLLEGE, the Articles of Incorporation and the SUNY Guidelines for Auxiliary Service Corporations. The Directors shall act as a board and individual Directors shall have no power as such.

### SECTION 2 – COMPOSITION AND NUMBER
The Board of Directors shall consist of eighteen (18) voting members representing basic constituencies as follows: Students – 6; Faculty – 6; Staff – 4; Alumni – 1; and the President of the COLLEGE or designee shall be an ex-officio voting member of the Board. The Executive Director shall be a non-voting ex-officio member of the Board. The number of Directors may be increased or decreased from time to time by a vote of the members of the Board, but in no case shall the number of Directors be less than seven.

### SECTION 3 – ELECTION/SELECTION OF DIRECTORS
Directors representing students shall be composed of the following: the President of the Student Government Association, or designee; the President of the Resident Hall Governing Body, or designee; the officer within

Student Government elected to represent the commuter population, or designee; one non-resident student and two students who may be either graduate or undergraduate students. Directors from the faculty shall be elected by the Faculty. Directors from the staff shall be appointed by the President of the COLLEGE. The Director representing the alumni shall be selected by the Alumni Association. No person younger than the minimum legal age shall be eligible to serve as a Director.

**SECTION 4 – TERM OF OFFICE**

The term of office will be two (2) years except that of the students occupying the seats specified in Section 3 above, who will serve until they cease to hold the offices designated. In order to provide continuity of Board membership, approximately one half of the faculty positions will become vacant on alternate years. Faculty and staff may serve successive terms. Terms of office will begin and end at noon on July 1 of each year.

**SECTION 5 – VACANCIES**

Vacancies occurring for any reason other than normal expiration of a term of office will be filled by the original electing/selecting authority. The remaining Directors shall continue to manage affairs of the CORPORATION pending appointment of successor Directors.

**SECTION 6 – TERMINATION**

Any Director may withdraw from the Board by presenting to the Secretary a written resignation, which shall be presented to the Board of Directors at the next meeting following receipt of such resignation. Any Director may be suspended for a period or removed for cause, such as violation of any of the Bylaws or rules of the CORPORATION. At least fifteen (15) days before a vote is permitted be taken for the suspension or removal, a statement of charges against the Director and a notice of the time when and place where the Board of Directors propose to take action must be sent to such Director by registered mail at the Director's last recorded address; such Director shall be given an opportunity to answer the charges at the time and place mentioned in the aforesaid notice. Such suspension or removal shall be by at least a two-thirds vote of the Board of Directors, less the person proposed for suspension or removal, who shall not be eligible to vote.

**SECTION 7 – COMPENSATION**

With the exception of the Executive Director, no Director shall receive any compensation from the CORPORATION for services performed in the official capacity as a Director, but Directors shall be reimbursed for expenses incurred in the performance of official duties.

**SECTION 8 – LIABILITY**

As provided in Section 719(e) of the Not-for-Profit Corporation Law, in the absence of fraud or bad faith, the Directors shall not be personally liable for the debts, obligations or liabilities of the CORPORATION. The CORPORATION shall provide appropriate insurance for the Directors.

**SECTION 9 – CONFLICT OF INTEREST**

Each Director shall comply with and annually sign the Board's Conflict of Interest Policy. (See Appendix A)

## ARTICLE IV – MEETINGS

**SECTION 1 – PROCEDURES FOR CALLING MEETINGS**

Meetings of the Board of Directors shall be periodically called by the President of the CORPORATION. Other meetings shall be called by the President upon written request of any three (3) members of the Board of Directors. Five (5) business days notice of meetings of the Board shall be given by the Secretary personally or by print or electronic mail to all Directors, unless such notice is waived by a voice vote at an emergency meeting when a quorum is present and recorded as such in the minutes. Any Director may waive notice of a meeting and a Director's presence at a meeting shall constitute a waiver of notice.

**SECTION 2 - REGULAR MEETINGS**
The Board of Directors will meet on a regular basis with the interval between meetings to be no more than two (2) months during the school year. Any Director missing three (3) consecutive Board Meetings will be subject to replacement unless specifically excused by a majority vote of the Board. At the last meeting of the Board (during May) attendance will include both members (voting) whose terms are expiring and those (non-voting) whose terms are beginning in July.

**SECTION 3 – ANNUAL MEETING**
An annual meeting of the Board of Directors shall be held within three (3) months after the beginning of the fiscal year for the purpose of reviewing the annual reports of officers, Directors and committees, presenting the program and budget for the forthcoming year, and reviewing the results of the annual audit.

**SECTION 4 – MINUTES**
The minutes of the Board of Directors' meeting should be distributed to the members of the Board no later than five (5) business days prior to the next meeting. The COLLEGE President shall receive minutes of all Board meetings.

**SECTION 5 – QUORUM**
The participation, as per Section 7 of this Article, of six (6) of the Directors shall constitute a quorum for the transaction of any business. 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 (1) vote. Each Director shall vote in person. Votes by proxy or absentee ballot shall be prohibited. If a quorum is not present, the presiding officer may adjourn the meeting to a time fixed by him/her no more than ten (10) days later and written notice of such adjourned time shall be given by an officer to all members entitled to vote and who are absent, at least three (3) days before such adjourned time.

**SECTION 6 – ACTION BY CONSENT**
Any action may be taken without a meeting, as long as documented consent, specifying what actions are to be taken, is obtained before such action from at least 50% of Directors, excluding vacancies. All consents shall be filed with the minutes of the Board's next meeting.

**SECTION 7 – MEETING BY TELEPHONE OR SIMILAR COMMUNICATIONS**
The Board of Directors may participate in meetings and vote by means of conference telephone or similar communications equipment, whereby all Directors participating in the meeting can communicate with each other at the same time and participation in any such meeting shall constitute presence in person by such Director at such meeting.

**SECTION 8 – PARLIAMENTARY SOURCE**
All meetings shall be governed by Robert's Rules of Order, newly revised, except where they conflict with these Bylaws, the certificate of incorporation or New York State law.

## ARTICLE V – OFFICERS

**SECTION 1 – ELECTION AND TERM OF OFFICE**
Officers of the CORPORATION shall be elected by the Board of Directors from among the members of the Board and shall hold office for a minimum term of one year or until their successors have been elected. Officers shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected.

**SECTION 2 – DUTIES**

(a) The President of the CORPORATION shall preside at meetings of the Board of Directors and the Executive Committee and shall exercise the usual functions of chief executive officer including supervision of the affairs of the CORPORATION, the Executive Director, staff and management committees. The CORPORATION President's authority and duties shall include: responsibility for carrying out all policies established by the Board of Directors, oversight of all business affairs including the collection and expenditure of funds and the approval and execution of all contracts, appointment and removal of agents and employees, and performance of all other tasks that may be directed by the Board of Directors.

(b) The Vice President shall have such powers and duties as may be assigned by the Board of Directors. In the absence or inability of the President (as determined by the Board), the Vice President shall exercise the President's powers and perform the President's duties.

(c) The Secretary shall act as secretary at meetings of the Board of Directors and the Executive Committee and shall keep the minutes of such meetings in books proper for that purpose. In addition, he/she shall have the responsibility of maintaining all pertinent documents, papers and correspondence in suitable and accessible files. He/she shall maintain up to date rosters of members of the Board of Directors. The Secretary shall provide all notices required by the CORPORATION and shall conduct elections. The Secretary shall have access to the corporate seal and shall have authority to affix the same to any instrument requiring it and, when so affixed, to attest it by signing; and in general shall perform the duties customarily incident to the office of Secretary as well as all such other duties as may from time to time be imposed by the Board.

(d) The Treasurer shall have custody of all funds and securities of the CORPORATION and shall deposit them in the name of the CORPORATION in accordance with directions of the Board of Directors. The Treasurer shall keep full and accurate accounts of all financial transactions and shall prepare and submit financial reports in accordance with requirements of the Board of Directors, these Bylaws and the SUNY Guidelines for Auxiliary Services Corporations. The Treasurer shall have the authority to expend funds in accordance with the budget authorized by the Board of Directors. In general, The Treasurer shall perform the duties customarily incident to the Office of the Treasurer. The Board of Directors may require the Treasurer to be bonded at the expense of the CORPORATION.

**SECTION 3 – VACANCIES**

A vacancy in any office shall be filled by vote of a majority of the Board of Directors for the unexpired term at any meeting of the Board.

**SECTION 4 – COMPENSATION**

Officers shall receive no compensation from the CORPORATION provided, however, that upon submission, and suitable approval of a signed voucher by the President and Treasurer, reimbursement for reasonable expenses incurred in the performance of official duties may be made.

**SECTION 5 – SUSPENSION AND REMOVAL**

Officers shall be subject to immediate suspension by majority vote of the full Board of Directors at any meeting of the Board. Where circumstances suggest that a suspension of an officer is warranted for cause, pending a vote on removal, it may be accomplished by way of a regular meeting or an emergency meeting except that if a quorum cannot be formed after reasonable efforts, the Executive Committee may summarily suspend an officer until a quorum can be formed. Officers shall be subject to removal by majority vote of the full Board of Directors at any meeting of the Board, provided notice of the proposed removal be given to all members of the Board at least ten (10) business days prior to such meeting.

## ARTICLE VI – COMMITTEES

**SECTION 1 – EXECUTIVE COMMITTEE**
The Executive Committee shall be composed of the President of the CORPORATION, Vice President, Secretary, Treasurer, one member at large from the Board of Directors who shall be elected to serve for one (1) year at the last meeting of the Board of Directors each academic year and the Executive Director (non-voting). At least one member of the Executive Committee shall be a student. The Executive Committee shall have the powers necessary to carry out the approved programs of the Board of Directors between meetings of the Board. At all meetings of the Executive Committee, a majority of the members thereof shall constitute a quorum.

**SECTION 2 – STANDING COMMITTEES**
There shall be two (2) Standing Committees of the Board of Directors, (a) Program, and (b) Business. Except as noted below, the composition of the committees shall be determined by the President with the concurrence of the Board. The committee members may be, but need not be, members of the Board of Directors, except that at least one Director will be a member of each of the committees.

(a) The Program Committee shall study needs and capabilities, plan the long and short range development of the CORPORATION and make recommendations to the Board.

(b) The Business Committee shall advise the Board on all policy matters concerning finance and budget. The Treasurer of the CORPORATION shall be the Chairperson.

**SECTION 3 – OTHER COMMITTEES**
The Board may from time to time constitute such other committees of Directors, officers, employees and others, with such functions, powers and duties as the Board shall determine to carry out the purposes of the CORPORATION. Unless the Board shall provide otherwise, each such committee shall have authority to implement procedures for its own operating consistent with these Bylaws and SUNY Guidelines.

## ARTICLE VII – 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 banks or firms designated by the Executive Committee and shall be used to pay the proper expenses of the CORPORATION or for investment purposes. Funds shall be withdrawn from such bank account, or accounts, only upon written authorization and signature of the Treasurer and another officer, or in the unavailability of the Treasurer, any officer. 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 purpose of the CORPORATION may be invested, reinvested and administered by the Board of Directors in such securities or other investments that in the judgment of the Board of Directors are sound and proper.

**SECTION 3 –LOANS**

The CORPORATION may borrow money and make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired and money borrowed. No loan shall be contracted on behalf of the CORPORATION unless authorized by the Board.

**SECTION 4 – BOOKS AND RECORDS**

At the office of the CORPORATION there shall be securely maintained the following:
The Certificate of Incorporation and amendments thereto; the Corporate Seal; a copy of these Bylaws with revisions and amendments, a Minute Book containing signed minutes of meetings of Directors and the Executive Committee; Financial Books and related records; contracts, agreements and other official documents of the CORPORATION.

**SECTION 5 – ANNUAL BUDGET**

The CORPORATION shall prepare and approve its annual budget and submit it to the COLLEGE prior to the start of its fiscal year for review and approval by the COLLEGE President. The budget shall include a provision for payment of amounts owed to the COLLEGE (such as rent and utilities), for amounts sufficient to maintain adequate reserves and for a reasonable percentage of the net revenue, after payment of all expenses, from the CORPORATION's operations to be paid to the COLLEGE, either in cash or in-kind, to support the programs of the COLLEGE.

**SECTION 6 – ANNUAL FINANCIAL STATEMENT AUDIT**

The CORPORATION shall prepare an annual financial statement in conformity with generally accepted accounting principles and have an annual audit conducted by an independent certified public accounting firm or sole practitioner in accordance with generally accepted auditing standards. The audit must be completed according to Section VI "ACCOUNTABILITY AND REPORTING" of the SUNY Guidelines for Auxiliary Service Corporations. All audit reports, including management letters, must be transmitted to the COLLEGE President, SUNY's Vice Chancellor for Finance and Business and the University Auditor for review and acceptance.

**SECTION 7 – DISSOLUTION**

In cases of dissolution of the CORPORATION, the assets remaining after payment of its just debts and obligations shall be transferred to the COLLEGE or to such other COLLEGE approved entity.

## ARTICLE VIII – AUTHORIZED ACTIVITIES

**SECTION 1 – PROHIBITED ACTIVITIES**

No substantial part of the activities of the CORPORATION shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the CORPORATION shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Bylaws or of the Articles of Incorporation of the CORPORATION, or applicable law of this State, the CORPORATION shall not engage in or carry on activities not permitted to be engaged in or carried on by a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future federal income tax law) and exempt from taxation under Section (c) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future internal revenue law).

In addition, the CORPORATION shall not engage in any of the activities listed under Section VI "INAPPROPRIATE ACTIVITIES" of the SUNY Administrative Guidelines for Auxiliary Service Corporations.

**SECTION 2 – PERSONNEL**

The CORPORATION is authorized to hire an Executive Director to conduct the day to day operations of the CORPORATION. With the approval of the Executive Committee of the Board, the Executive Director can hire staff and other employees as may be necessary and advisable to carry out the purpose of the CORPORATION. The Executive Director is an ex-officio non-voting member of the Board.

## ARTICLE IX – SEAL

**SECTION 1 –USE**

The corporate seal of the CORPORATION shall be a circular seal with the name of the CORPORATION around its border and the year of organization in the center and shall be kept in the corporate office and accessible to the Secretary.

## ARTICLE X – AMENDMENTS

These Bylaws may be modified, altered or amended by the Board of Directors at any meeting the Board calls for that purpose by a two-thirds vote of the Directors present. If the Bylaws are to be changed in any respect during the term of the CORPORATION's contract with SUNY and the COLLEGE, sixty (60) days prior written notice of such proposed change(s) shall be reported to the COLLEGE President and the Vice Chancellor for Finance and Business. No such change will take effect without the written approval of the COLLEGE President and the Vice Chancellor for Finance and Business.

Adopted: May 17, 2006 Effective:____________________________________

SUNY Administration Approved: September 15, 2006

**AUXILIARY SERVICE CORPORATION OF THE COLLEGE AT OLD WESTBURY, INC.**

**Board of Directors Conflict of Interest Policy**

Each Director has a fiduciary obligation to utilize the utmost good faith and act in the best interests of the CORPORATION.

No Directors may participate in any deliberations or vote on any matter relating to current or proposed CORPORATION business with any individual with whom or entity with which that Director has a direct or indirect personal or financial interest that may conflict with the proper discharge of the Director's duties.

Directors having a direct or indirect personal or financial interest that could create a conflict of interest with any CORPORATION agreement, transaction or relationship shall disclose that interest to the President of the CORPORATION. The President of the CORPORATION, in consultation with the Executive Committee, shall determine whether the Director may participate in the deliberation or vote on the issue.

I have read the above policy and agree to abide by its provisions.

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Name (print) Signature

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Date