UNIVERSITY AUXILIARY SERVICES AT ALBANY, INC.

BY-LAWS

ARTICLE 1 - NAME AND PURPOSE

Section 1 - Name

This Corporation shall be known as UNIVERSITY AUXILIARY SERVICES AT ALBANY, INC. It is a non-profit Corporation organized under the Membership Corporations Law and existing pursuant to the Not-For-Profit Corporation Law of the State of New York. Its Certificate of Incorporation and amendments thereto have been filed in the Secretary of State's Office with the due consent of the Commissioner of Education.

Section 2 - Purposes

The general purposes of this Corporation are educational within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations; and within this meaning the general purposes shall be to establish, operate, manage, promote and cultivate educational activities and relationships incidental thereto, by and between and among the students, faculty and alumni of the University at Albany, State University of New York (University) and to aid the students, faculty, alumni and administration of the University in the furtherance of their education and studies, working, living and co-curricular activities incidental thereto, in collaboration and coordination with the educational goals of the University.

Upon the dissolution of the Corporation, the Board of Directors shall, after the payment of all the just debts, obligations and liabilities of the Corporation (or after making adequate provision for the payment thereof) dispose of all of its assets by transfer to the University or to such other non-profit organization or organizations organized and operated exclusively for educational, charitable or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of *1954* (or the corresponding provision of any future United States Internal Revenue Law), as in the judgment of the Board of Directors is best qualified and competent to promote the purposes of the University and the educational activities of the faculty and students.

No part of the net earnings of this Corporation shall inure to the benefits of or be distributed to nor shall there be the right to receive or be lawfully entitled to receive any pecuniary profit from the operation thereof to its members, directors, officers or other private persons except that the Corporation shall be empowered to pay reasonable compensation for services rendered in effecting one or more of such purposes and to make payments and distribution in furtherance of the purposes hereinabove set forth

ARTICLE II - BOARD OF DIRECTORS

Section 1 - Board Members: Appointment

The Board of Directors of the Corporation shall be derived from four (4) sections: Administration, Faculty, Students and Alumni Association. With the annual approval of the University President, the Board members from the Administration section shall be: the Director of Residence Life and Housing, the Associate Vice President for Finance and Business/Controller, and a professional staff member from the office of Financial Management. In addition, the University President or his/her designee is an ex officio voting member of the Board of Directors, and serves as an Administrative representative. The Board members from the Faculty section shall be: four (4) members of the Faculty of the University at Albany, to be appointed by the Faculty Senate Committee on Nominations and Elections.

The Board members from the student section shall be: the Student Association President, or if he or she so designates, the Vice President of the Student Association, the Student Association Student Senate Chairperson, or if he or she so designates, the Vice Chairperson of the Student Association Senate, and four members of the student body of the University at Albany that are provide broad-based, diverse quad and class-year representation, to be appointed by the President of the Student Association and confirmed by the Student Association Senate. The Board member (1) from the Alumni Association section shall be appointed by the Executive Director of the Alumni Association upon consultation with the Alumni Association Executive Committee of the Board of Directors.

All appointments to the Board shall be made no later than September 15 of each academic year.

Section 2 - Board Members: Rights

A. Each Board member shall be entitled to one vote.
B. Each Board member, his/her agent or attorney may inspect the books and records of the Corporation at any reasonable time.
C. Each Board member shall have the right to attend all meetings of the Board of Directors of the Corporation.

Section 3 - Board Members: Resignation or Removal

Any Board member may submit his or her resignation in writing to the Secretary of the Corporation and the Board of Directors shall formally act upon it. Ordinary vacancies shall be filled in a manner consistent with Article II, Section 1 and Article II, Section 6. The appointing authority for each section, acting upon good cause, may request the Board of Directors to review a Board member or members, approved by such authority, for reason of nonperformance of duties. The Board of Directors, at its next regularly scheduled meeting, or upon call of a special meeting by the President, shall consider such request and take action as provided in this section within thirty days. A Board member may be removed from the Corporation by a two-thirds vote of the Board of Directors of the Corporation. In a vote taken to remove a Board member from the Corporation, each case shall be considered alone, with the individual under consideration having the right and opportunity to defend himself, or herself, before the Board of Directors. The Board member in such case shall not have the right to vote. Actions defined in this section shall be taken only for good cause. The rights of any person as a Board member of this Corporation, including the right to vote, shall cease immediately upon resignation or removal.

Section 4 - General Powers
The affairs and property of the Corporation shall be managed by its Board of Directors.

Section 5 - Qualifications and Tenure

A. No person younger than the minimum legal age (eighteen) for a Board member shall be eligible for nomination or election as a Board member.

B. A person shall not be eligible for nominations, election, or a position as a Board member if convicted on a felony or misdemeanor. (Misdemeanors excepted from penal law are traffic and conservation law violations.)

C. Board members appointed by the University President, Committee on Nominations and Elections of the Faculty Senate and Executive Director of the Alumni Association shall be appointed for one (1), two (2) or three (3) year terms with at least fifty percent (except the Alumni section) in each section appointed for terms exceeding one year. Board members appointed by the President of the Student Association shall be appointed for one (1) or two (2) year terms with at least fifty percent of students on the Board of Directors appointed for terms exceeding one year. The term of office shall commence at the time of the appointment and continue until a successor is appointed.

D. No non-student member of the University Council may serve as a member of the UAS Board of Directors.

Section 6 - Vacancies
A vacancy occurring on the Board of Directors shall be filled within thirty (30) days by the original appointing authority (Article II, Section 1) for that section and the person so appointed, shall become a regular, full voting Board member. Any person who becomes a Board member under this section shall serve for the unexpired term of that Board member's predecessor.

Section 7 - Compensation
Board members shall not receive any stated compensation for their services, but by resolution of the Board may be reimbursed for actual and necessary expenditures made by them in the performance of their official duties and for expenses of attendance at meetings of the Board.

ARTICLE III - MEETINGS OF THE BOARD OF DIRECTORS

Section 1 - Annual Meeting of the Board of Directors
The Annual Meeting of the Board of Directors of the Corporation shall be held during the month of September or October of each year for the purpose of electing officers, and for the transaction of such other business as may come before the meeting. The election of officers shall be conducted in accordance with Article V, Sections 1, 2, and 3 of these By-Laws. The date of the Annual Meeting shall be determined by the President of the Corporation, or in the absence of the President, by the Secretary of the Corporation.

Section 2 - Notice of Meetings
Written notice stating the place, day, hour and purpose of the Annual meeting of the Board of Directors of the Corporation shall be delivered either personally or by first class or campus mail or

by electronic mail to each Board member entitled to vote at such meeting and such notice shall be given not less than ten (10) nor more than thirty (30) days before the meeting. Notice of the Annual meeting shall be printed in the Albany Student Press and in the Albany Update at least ten (10) days before such meeting, if the publication schedules of the Albany Student Press and Albany Update so allow.

Section 3 - Regular Meetings
The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board without other notice to Board members than such resolution.

Section 4 - Special Meetings
Special meetings of the Board of Directors of the Corporation may be called by or at the request of the President of the Corporation or by at least five (5) Board members. Notice and purpose of any such special meeting shall be given to Board members by written notice delivered personally or sent by first class or campus mail, or electronic mail to each Board member.

Section 5 - Quorum
A majority of Board members shall constitute a quorum at any meeting of the Board of Directors of the Corporation.

Section 6 - Parliamentary Source. Order of Business
To the extent not inconsistent with these By-Laws, the Corporate certificate of incorporation or New York State Law, all meetings of the Board of Directors shall be governed by Robert's Rules of Order, Newly Revised. The order of business of all Board meetings of the Corporation shall be as follows: (1) approval of minutes of the previous meetings, (2) reports of officers, (3) reports of Committees, (4) unfinished business, (5) new business, and (6) adjournment.

ARTICLE IV - COMMITTEES

Section 1 - Executive Committee
The Board of Directors by resolution adopted by a majority of the Board members in office may appoint an Executive Committee, representative of the administration, faculty and student sections of the Board, to consist of five (5) Board members, including the President of the Corporation and at least one (1) other officer, and which shall be subject in all respects to the direction and control of the Board of Directors. The Committee shall elect the Chairperson of the Executive Committee at its first meeting following committee selection. Between meetings of the Board, the Executive Committee shall have and exercise the power and authority of the Board of Directors in the management of the affairs and property of the Corporation.

Section 2 - Finance/Audit Committee
The Board of Directors, by resolution adopted, establishes the Finance/Audit Committee. Committee members shall be appointed by the President of the Corporation in consultation with the Vice President of the Corporation after the first meeting of the UAS Board of Directors, and shall consist of no fewer than three (3) members. The Chairperson of the Finance/Audit Committee shall be the University Controller. The Committee shall be subject to the direction and control of the Board of Directors and shall meet no less than twice per semester.

Section 3 - Program Committee

The Board of Directors, by resolution adopted, establishes the Program Committee. Committee members shall be appointed by the President of the Corporation in consultation with the Vice President of the Corporation after the first meeting of the UAS Board of Directors, and shall consist of no fewer than three (3) members. The Committee shall elect the Chairperson of the Program Committee at its first meeting following committee selection. The Committee shall be subject to the direction and control of the Board of Directors and shall meet no less than twice per semester.

Section 4 - Dining and Service Committee

The Board of Directors, by resolution adopted, establishes the Dining and Service Committee. Committee members shall be appointed by the President of the Corporation in consultation with the Vice President of the Corporation after the first meeting of the UAS Board of Directors, and shall consist of no fewer than three (3) members. The Committee shall elect the Chairperson of the Dining and Service Committee at its first meeting following committee selection. The Committee shall be subject to the direction and control of the Board of Directors and shall meet no less than twice per semester.

Section 5 – Long Range Planning Committee

The Board of Directors, by resolution adopted, establishes the Long Range Planning Committee. Committee members shall be appointed by the President of the Corporation in consultation with the Vice President of the Corporation after the first meeting of the UAS Board of Directors, and shall consist of no fewer than three (3) members. The Committee shall elect the Chairperson of the Long Range Planning Committee at its first meeting following committee selection. The Committee shall be subject to the direction and control of the Board of Directors and shall meet no less than twice per semester.

Section 6 – Ad Hoc Committees

The Board of Directors, by resolution adopted, may from time to time establish various ad hoc committees to address specific programs and/or issues, as deemed necessary by the Board. Committee members shall be appointed by the President of the Corporation in consultation with the Vice President of the Corporation after the Board meeting at which the ad hoc committee is established. The President of the Board shall designate a Chairperson for an ad hoc committee. Ad hoc committees shall be subject to the direction and control of the Board of Directors and shall meet as designated by the Board of Directors.

Section 7 – Quorum

A majority of committee members shall constitute a quorum at any committee meeting of the Board of Directors of the Corporation. Committee attendance is permitted by telephone conference call.

Section 8 – Committee membership

Upon the recommendation of the President of the Board, and approval of the Board of Directors, the Board may from time to time appoint University community members (administrators, students, faculty and/or alumni) who are not Board members to serve as voting members of Board committees, if more representation or a specific area of expertise is required.

To the extent possible, membership on all committees shall consist of Board members representative of the four sections described in Article II, Section 1.

ARTICLE V - OFFICERS

Section 1 - President

The President of the Corporation must be a Board member, and shall be elected by a majority of the Board members present at the Annual meeting of the Corporation. If no candidate receives a majority, the two candidates with the highest number of votes shall run again in a run-off immediately afterward. The President shall preside at all meetings of the Board of Directors. The President shall hold office and assume proper duties and responsibilities until a successor shall have been duly qualified and elected.

Section 2 - Vice President

The Vice President of the Corporation shall be elected by the Board of Directors at the Annual meeting of the Corporation and shall perform all the duties of the President and shall preside at all meetings of the Board of Directors in the absence of the President. The Vice President must be a Board member.

Section 3 - Secretary

In addition to the President and Vice President, there shall be a Secretary who shall be elected by the Board if Directors at the Annual meeting of the Corporation. The Secretary may be a Board member or employee of the Corporation. If the Secretary is an employee of the Corporation, he/she is a non-voting member of the Board of Directors. If the Secretary is a Board member, he/she is a voting member of the Board of Directors.

Section 4 - Officers: Duties

The duties of the officers shall be such as usually attach to such offices and in addition thereto, such further duties as may be designated from time to time by the Board of Directors.

Section 5 - Compensation

No officer shall receive any compensation from the Corporation for services performed in the official capacity of the office, but officers may be reimbursed for reasonable expenses necessarily incurred in the performance of official duties.

Section 6 - Eligibility

A person shall not be eligible for nomination, election, or a position as an officer if convicted of a felony or misdemeanor. (Misdemeanors excepted from penal law are traffic and conservation law violations.) No person younger than the minimum legal age for an officer (eighteen) shall be eligible for nomination or election as an officer.

Section 7 - Officers: Resignation or Removal

An officer of the Corporation may submit his or her resignation in writing to the Secretary of the Corporation and the Board of Directors shall formally act upon it. An officer may be removed from

the Corporation by a two-thirds vote of the total Board of Directors under the conditions set forth in Article II, Section 3.

Section 8 - Officers: Vacancies
Officer vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly qualified and elected, unless such officer resigns or is removed from the Corporation in accordance with Article V, Section 7.

ARTICLE VI- INDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

The Corporation shall indemnify at its expense any person from an action or proceeding by reason of the fact that he or she is a Board member or officer of the Corporation, against judgments, finance, amounts paid in settlement and reasonable expenses, including attorneys fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therefrom, if such Board member or officer acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Corporation and, in criminal actions, he or she had no reasonable cause to believe that his or her conduct was unlawful.

ARTICLE VII- ASSETS AND FUNDS

Section 1 - Ownership
No Board member, officer and employee of the Corporation shall have any right, title or interest in any of the assets of the Corporation; all assets and funds of the Corporation shall be owned exclusively by the Corporation.

Section 2 - Deposits
All funds of the Corporation shall be deposited to the credit of the Corporation in such banks. trust companies or other depositories as the Board of Directors may select for such purposes.

Section 3 - Checks, Drafts. Etc.
All checks, drafts or other orders for the payment of money and notes, bonds or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

Section 4 - Management
The Corporation, its Board of Directors, officers and agents shall so manage, maintain and control the assets of the Corporation as to give full effect to the purposes of the Corporation as set forth herein.

ARTICLE VIII- BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and the Secretary of the Corporation shall keep minutes of the proceedings of its Board of Directors and committee meetings, and shall keep at its principal office a record of the names and mailing addresses of its Board members.

ARTICLE IX BY-LAWS AMENDMENTS

The By-Laws may be amended, repealed or altered in whole or in part by the majority vote of the Board of Directors of this Corporation, duly given at any duly organized meeting of the Board of Directors of the Corporation, provided that written notice of the intention to alter, amend or repeal the By-Laws, containing the substance of the proposed amendment or amendments, should be given to each Board member entitled to vote thereon at least ten (10) days before the meeting. Sixty (60) days prior written notice of such proposed change(s) shall be reported to the Chief Administrative Officer and the Vice Chancellor for Finance and Business. No such change(s) shall take effect without the written approval of the Chief Administrative Officer and the Vice Chancellor for Finance and Business.

May 14, 2004