

UNIVERSITY AUXILIARY SERVICES AT ALBANY, INC.

BY-LAWS

ARTICLE I - 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 consist of seventeen (17) individuals derived from five (5) sections including Administration, Faculty, Students, Alumni Association and the Corporation Executive Director, appointed or elected as prescribed below.

- A. The five (5) board members from the Administration shall be, with the approval of the University President: the Director of Residence Life, or their designee; the Associate Vice President for Finance and Business/University Controller, or their designee; and two (2) additional administrative appointments, one (1) of which will be the University President, or his/her designee, serving as an ex officio voting member of the Board of Directors. The fifth Administrative appointment shall be made by the Vice President for Finance and Business in consultation with the Executive Director of UAS.
- B. The Board members from the Faculty section shall be four (4) members of the Faculty of the University at Albany, as prescribed in Article II, Section 5, Part D. All full-time teaching and non-teaching faculty and librarians are eligible to serve as Faculty Directors.
- C. The Board members from the Student section shall be seven (7) current University at Albany students, including:
 - i. Student Association President, or their designee;
 - ii. Student Association Student Senate Chairperson, or their designee;
 - iii. President of the Graduate Student Organization, or their designee;
 - iv. Four (4) full-time matriculated undergraduate University at Albany students that provide broad-based representation, including at least two (2) students who live in the residence halls, at least one (1) sophomore and one (1) student serving as an active member of the Albany Student Dining Advisory Committee. These students will be appointed by the President of the Student Association and confirmed by the Student Association Senate.
- D. The one (1) Board member appointed by the Alumni Association section shall be the Executive Director of the Alumni Association, or his/her designee.
- E. 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, or elected as prescribed in Article II, Section 5, Part D, shall serve a three year term. Administration appointments serving ex officio (Director of Residential Life, Associate Vice President for Finance and Business/University Controller and Executive Director of Alumni Association) are not subject to such limitations. These Board members can be reappointed or re-elected a maximum of twice more and thus can serve a maximum of three (3), three (3) year terms, or nine (9) years total in succession. Board members who have reached their term limit must step down on the day proceeding the first day of University classes for the fall semester of that year and remain off the Board for at least two (2) calendar years, at which time they can be reappointed or re-elected to new terms. Notwithstanding the foregoing, members of the Board at the time of adoption of these revised by-laws shall, upon the reaching of the term limit applied herein, be granted a one-time exception to the rule and shall be eligible for one (1) more three (3) year term upon reaching the limit contained herein.
- D. The Board's Governance Committee will provide names of Faculty duly qualified for election to the Board of Directors to the University Senate's Governance Committee at least four weeks prior to the campus-wide election of Faculty to the Board. Only those names submitted by the Board's Governance Committee shall be eligible for election to the Board.
- E. 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 remainder of the term of that Board member's predecessor. Any vacancy not filled within the thirty (30) days allotted may be filled by Board nomination of an individual who represents the appropriate constituency and approved by a two-thirds (2/3) vote of the entire sitting Board. This individual will serve the remainder of the vacated term. The new Board member who fills this vacancy will be able to be reappointed or re-elected a maximum of two (2) more terms. The vacancy term will serve as their full first term.

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 will 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 President of the Board shall serve as the Chair of the Executive Committee. 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) Board members. The Chairperson of the Finance/Audit Committee shall be the Associate Vice President for Finance and Business / University Controller, or his/her designee, whichever is currently serving on the Board of Directors. This Committee will review the UAS overall budget and out-year projections, monitor actual financial performance against the budget throughout the year, engage an independent auditor(s) to conduct annual financial and pension audits for UAS, review and approve the overall annual UAS salary plan, and oversee the management of UAS investments and debt, as applicable, including setting investment and debt policies for the Corporation. 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) Board members. The Committee shall elect the Chairperson of the Program Committee at its first meeting following committee

selection. This committee will administer the UAS Program Fund, which is dedicated to campus programs and events by reviewing proposals and making decisions on which groups and events will be supported, and at what levels from this fund. 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 - Services Committee

The Board of Directors, by resolution adopted, establishes the Services 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) Board members. The Committee shall elect the Chairperson of the Services Committee at its first meeting following committee selection. This committee is responsible for oversight of all service contracts for the Corporation, including but not limited to dining, beverage, vending and bookstore contracts. This Committee will work with Corporation management to develop annual meal plans for Board approval and review annual plans for operational changes and capital improvements. 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 – Governance Committee

The Board of Directors, by resolution adopted, establishes the Governance 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) Board members. The Committee shall elect the Chairperson of the Governance Committee at its first meeting following committee selection. This committee is responsible for long range planning for the Corporation, the periodic review and recommended amendment as necessary of the Corporate by-laws review and Board and committee recruitment and development. The Secretary of the Corporation shall serve as a member of the Governance Committee and interface with the University Senate's Governance Committee on matters related to the election of Faculty Directors by campus-wide ballot. 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

The Board may appoint University community members (administrators, students, faculty and/or alumni) who are not Board members to serve as voting members of Board committees, particularly, if more representation or a specific area of expertise is required. To the extent possible, membership on all committees shall consist of Board representation of various Board constituents. The Governance Committee, will, whenever possible, solicit interested volunteers to serve as members of the Board's various committees.

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 of 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 nonvoting 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 – EXECUTIVE DIRECTOR OF THE CORPORATION

Section 1 – Appointment and Duties

The Board may appoint an Executive Director for the Corporation who shall be directly responsible for the management and daily operations of the Corporation. The Executive Director shall recommend to and implement policy for the Board of Directors. The Executive Director shall recommend to the Board of Directors any significant changes of services, management structure or personnel and set the salaries for such personnel consistent with the approved annual Corporation salary plan and operating budget. The Executive Director reports to and serves at the pleasure of the Board of Directors of the Corporation. The Executive Director shall serve as an ex officio, non-voting member of the Board.

Section 2- Evaluation, Term and Salary

The Executive Director shall be evaluated annually by a process established by the Board of Directors. The Board of Directors shall also determine length of term and salary of the Executive Director.

ARTICLE VII - 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 attorney's 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 VIII - 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 IX - BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts 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 X - 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.