BYLAWS
OF
THE COLLEGE OF STATEN ISLAND AUXILIARY SERVICES CORPORATION, INC.

ARTICLE I.
NAME AND PURPOSE

SECTION 1. NAME

This Corporation shall be known as The College of Staten Island Auxiliary Services Corporation, Inc., hereinafter referred to as the Corporation.

SECTION 2. PURPOSES

(a) To provide such services and facilities to the students and faculty of The College of Staten Island, hereafter referred to as The College, and its community as may be authorized on behalf of and agreed to by The College of Staten Island by the direct or indirect operation of bookstores, food services, parking facilities, and other auxiliary services at or near the various locations of The College of Staten Island.

(b) To receive, maintain and dispose of a fund or funds of real or personal property, and to apply the income and principal thereof, in whole or in part, to the various objectives herein set forth, consistent with applicable provisions of law and the regulations of The Board of Trustees of The City University of New York, hereafter referred to as The University, and The College of Staten Island.

(c) To acquire, print, publish, manufacture, operate, conduct, engage in, circulate, distribute, deliver and otherwise deal in, and with, any periodicals, magazines, journals, newspapers, circulars, pamphlets, books, music, photographs, blueprints, and any other printed matter in connection with any of the above mentioned objects; provided that such undertaking be pursued not for profit but solely as an incident to the foregoing purposes.

(d) To make such rules, regulations and bylaws, and to hire such staff and employees as may be necessary and advisable to carry out the purposes of the Corporation.

(e) In general, to exercise such powers as are incidental and conducive to the attainment of the objects and purposes of the Corporation, provided that the Corporation shall not operate for profit; and further provided that no part of net earnings of the Corporation shall inure to the benefit of any member thereof.
The Corporation shall operate consistent with the Bylaws, policies and regulations of The University, and the policies, regulations and orders of The College.

ARTICLE II.
THE BOARD OF DIRECTORS

SECTION 1. RESPONSIBILITIES

General management of the property, affairs, business and concerns of the Corporation shall be vested in the Board of Directors.

SECTION 2. DUTIES

The Board of Directors shall have power to hold meetings at such time and places as it deems advisable, to appoint an executive committee, standing committees and other committees, to employ 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 of Directors shall keep minutes of its meetings and all actions.

Directors and officers shall discharged the duties of their respective positions in good faith and with that degree of diligence, care and skill which ordinarily prudent men and women would exercise under similar circumstances in like positions. In the administration of the powers to make and retain investments pursuant to section 512 of the New York State Not-For-Profit Corporation Law (Investment Authority), to appropriate appreciation pursuant to section 513 of the New York State Not-For-Profit Corporation Law (Administration of assets received for specific purposes), and to delegate investment management of institutional funds pursuant to section 514 of the New York State Not-For-Profit Corporation Law (Delegation of investment management), the Board of Directors shall consider among other relevant considerations the long and short term needs of the Corporation in carrying out its purposes, its present and anticipate financial requirements, expected total return on its investments, price level trends, and general economic conditions.

In discharging their duties, directors and officers, when acting in good faith, may rely upon financial statements of the Corporation represented to them to be correct be the individuals having charge of its books of accounts, or stated in a written report by an independent public or certified accountant or firm of such accountants to fairly reflect the financial conditions of such corporation.
SECTION 3. MEMBERSHIP

The Board of Directors shall be composed of eleven individuals as follows:

1. The College President or his/her designee.

2. Five (5) student members, consisting of the student government president (1) and four (4) students elected annually at large from the student body of The College who maintain at least a 2.25 grade point average.

If at any time the grade point average of a student serving on the Board of Directors falls below 2.25, said student shall be automatically dropped from the Board with the exception of the Student Government President whose eligibility for office shall be governed by the constitution of Student Government.

3. Three (3) administrators appointed by The College President.

4. Two (2) members of the Faculty appointed by The College President from a panel of four (4) Faculty elected by The College Council.

SECTION 4. QUALIFICATIONS

Only persons who have attained the age of majority shall be eligible to be a Director.

SECTION 5. TERMINATION OF MEMBERSHIP

(a) Any Director who ceases to occupy the position which qualified him or her to be elected or appointed as Director pursuant to section 3 herein, shall cease to be a Director.

(b) A member of the Faculty who has received a notice of non-reappointment shall not be eligible to serve as a Director effective the date of notification.

(c) The President may at any time remove a Director whom he has appointed.

(d) Any Director may withdraw from the Board by presenting to the Secretary a written resignation, which shall be presented to the Board of Directors by the Secretary at the next meeting thereof, following receipt of such resignation. Such resignation shall be effective upon its presentation to the Board of Directors.
(e) Any Director may be suspended by the Board for a period of time or be expelled for cause, such as, excessive absences; violation of any of the bylaws or rules of the Corporation. Such suspension and the period thereof, or expulsion, shall be imposed only by the unanimous vote of the full membership of the Board of Directors, with the exception of the vote of the person proposed for suspension or expulsion. At least ten days before a vote may be taken for the suspension or expulsion of a Director, a statement of the charges against him/her and a notice of the time and place where the Board of Directors propose to take action must be sent to such Director by certified mail at his/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 expulsion or suspension shall be effective immediately upon the recording of the required affirmative vote thereon by the Board of Directors.

SECTION 6. VACANCIES

In the event of death, resignation or other failure of a member to continue a membership as a faculty member, Administrator or member of the student body of The College of Staten Island, the vacancy thereby created in a position on the Board of Directors shall be filled as follows:

a. Student members

The unexpired term of a student member of the Board of Directors shall be filled by alternates elected at regular and special student elections. Alternates are those individuals who run for but are not elected to positions on the Corporation during regular elections. They shall be eligible to fill vacancies by the number of votes received in descending order. In the absence of an alternate the remaining student members on the Corporation shall fill the vacancy after appropriate publicity.

b. Faculty members

The unexpired term of the position of a faculty member of the Board of Directors shall be filled by appointment by the President of The College from a panel composed of four Faculty elected by the membership of the College Council. If a full panel does not exist, the President shall fill the vacancy by appointment.

c. Administrators

The unexpired term of the position of an Administrator of the Board of Directors shall be filled by appointment by the President of The College.
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/her termination or upon his/her suspension for the period of suspension.

SECTION 8. VOTING RIGHT

Each Director shall have the right to one vote. Abstentions and absences shall not be counted as negative votes.

SECTION 9. COMPENSATION

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

SECTION 10. ASSESSMENTS

The Board of Directors shall have no power to impose any liability or assessment upon any Director.

SECTION 11. REPORTS

Pursuant to the University Bylaws, the auxiliary enterprise board shall be responsible for the full disclosure of all financial information to the Board membership, to The College and to the student government with respect to auxiliary enterprises. Certified independent audits performed by a public auditing firm shall be conducted at least once a year.

The Board of Directors of the Corporation shall also comply with the requirements of section 519, or any successor provision of the New York State Not-For-Profit Corporation Law relating to the annual report of directors.

SECTION 12. INDEMNIFICATION

In accordance with the provisions of section 723, or any successor provisions of the New York State Not-For-Profit Corporation Law, the Corporation shall indemnify any officer and/or director made, or threatened to be made, a party to an action or proceeding, with the exceptions provided by section 723 or any successor provisions of the Laws of New York, against judgements, fines, 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 therein, if such director or officer acted in good faith for a purpose which he/she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Corporation and, in criminal
actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful.

SECTION 13. INSURANCE

In accordance with section 727 and any successor provisions of the New York State Not-For-Profit Law, the Corporation may secure and maintain insurance for the following purposes:

1. To indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors and officers under the provisions of the Not-For-Profit Corporation Law; and

2. To indemnify directors and officers in instances in which they may be indemnified by the Corporation under the provisions of the New York State Not-For-Profit Corporation Law; and

3. To indemnify directors and officers in instances in which they may not otherwise be indemnified by the Corporation under the New York State Not-For-Profit Corporation Law provided that the contract of insurance covering such directors and officers provides, in a manner acceptable to the Superintendent of Insurance, for a retention amount and for co-insurance.

The limits, retention amounts, and co-insurance provisions of such insurance coverage shall be determined by the Board of Directors, subject to such restrictions as may be imposed by the New York Superintendent of Insurance.

At the organizational meeting of the Board of Directors, a statement shall be distributed in respect to any insurance it has purchased or renewed, specifying the insurance carrier, date of the contract, cost of the insurance, corporation positions insured, and a statement explaining all sums, not previously reported, paid under any indemnification insurance contract.

SECTION 14. TERM OF OFFICE

Except as otherwise provided for in these bylaw, the term of office of the Directors shall be September 1 to August 31.

In the event that a person is not elected or designated to fill a position on the Board of Directors the incumbent in that category will continue to serve until a replacement is properly elected or, appointed if the incumbent satisfies the requirements of the category.

SECTION 15. ACTION BY THE BOARD
A. Except as otherwise provided in these Bylaws, any reference to corporate action to be taken by the Board shall mean such action at a meeting of the Board.

B. Except as otherwise provided in these bylaws, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

C. Except as otherwise provided in these bylaws, directors shall only vote in person.

D. No portion of these Bylaws shall be construed as to allow for the use of proxies.

ARTICLE III.
MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. STATED MEETINGS

Meetings may be either annual, regular or special.

(a) Annual Meeting

The annual meeting of the Board of Directors shall be held on the third Wednesday of October of each year. The Board shall report to the College community the holdings of the corporation, the financial statement of its several auxiliary enterprises, its utilization of funds during the past fiscal year, and its fiscal plans for the then current year. The annual meeting shall be open to all members of the college community who shall have the right to speak to the reports and proposals presented by the Board. If the day designated for the annual meeting falls upon a legal holiday or when the College is not in session, the meeting shall be held on the next succeeding day that is not a legal holiday, when the college is in session. Written notice of such meeting, signed by an officer, shall be sent by certified mail, return receipt requested, to each person who, at the time such notice is given, appears to be a person who will be entitled to vote as a Director at such meeting. Said notice shall be sent at least 10 days prior to the scheduled meeting. It shall be director to each Director of the Corporation at her/her address as it appears on the records of the Corporation. Such notices shall state the place, date, time and purpose of the meeting.

If a quorum is not present at the scheduled time of the meeting, or if an emergency condition exists that makes it inadvisable to conduct the meeting as planned, the presiding officer shall reschedule the meeting so that it will take place within a month of the date previously stated.
(b) **Regular Meeting**

The time and place for holding regular meetings of the Board shall be fixed by the Board of Directors. Such meetings shall be open to all members of the college community.

(c) **Special Meetings**

A special meeting may be called at any time by the President of the Corporation or by any Director upon written demand of not less than a majority of the Board of Directors. Special meetings of the Board of Directors shall be held upon notice to all members of the Board of Directors.

SECTION 2. NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS

Notice of regular meetings of the Board of Directors shall be sent to all members of the Board using any and all means available. Special meetings of the Board of Directors shall be held upon notice to the Board of Directors using any and all means available.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board of Directors to another time or place shall be given to the Directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Directors.

SECTION 3. DEFINITION OF THE TERM MEETING

Meetings shall be either regular, annual or special, as defined in Section 1. No assemblage of Directors which is not called in conformity with these sections will be considered as a meeting for the purpose underlying any provision of these Bylaws.

SECTION 4. ACTION OF THE BOARD OF DIRECTORS WITHOUT A MEETING

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

SECTION 5. MEETING OF MEMBERS OF THE BOARD BY CONFERENCE TELEPHONE
Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone 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.

SECTION 6. WAIVER

Notwithstanding the notice provisions of any of the foregoing sections, a meeting of the Board may be held at any time and at any place, and action may be taken except for the amendment of these Bylaws if notice thereof be waived in writing by six (6) Directors.

SECTION 7. QUORUM

The presence in person of five (5) Directors shall be necessary to constitute a quorum for the transaction of any business at any meeting. Said quorum must be present at the time each action is taken, if said action is to be sustained. If a quorum be not present, the presiding officer may adjourn the meeting to a time fixed by him/her and written notice of such convened time shall be given by the Secretary to all Directors who were absent. Said written notice shall be given at least two days before the convened time of the meeting.

SECTION 8. ORDER OF BUSINESS

The order of all meetings of the Board of Directors may be as follows:

1. Roll Call
2. Reading and approval of minutes of last meeting
3. Reports of officers
4. Reports of committees
5. Election of Directors
6. Unfinished business
7. New business
8. Adjournment

ARTICLE IV.
OFFICERS OF THE CORPORATION
SECTION 1. OFFICERS

The Officers of the Corporation shall consist of (1) the President, (2) A Vice President, (3) A Secretary, (4) A Treasurer.

SECTION 2. PRESIDENT

The President of the College or his/her Designee shall be the President of the Corporation and Chairperson of the Board and of the Budget and Contract Committee. The President of the Corporation shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors, the Executive Committee, and the Budget and Contract Committee. He shall sign and execute, in the name and on behalf of the Corporation, documents required to be executed by the Corporation and shall perform such other duties as requested by the Board of Directors or as are generally incidental to the office.

SECTION 3. VICE PRESIDENT

The Board of Directors shall elect one of the members of the Board as Vice President of the Corporation. He/she shall perform the duties of the Office of the President in case of the death, absence or inability of the President to act. He/she shall perform such other duties as requested by the President or the Board of Directors.

SECTION 4. SECRETARY

The Board of Directors shall elect one of its members as Secretary of the Corporation and Board of Directors. He/she shall keep the Seal and official records of the Corporation and shall, when necessary, attest to the official acts of the President, Board of Directors, and the Corporation. Whenever a person is elected or appointed to the membership on the Board of Directors, the Secretary shall immediately notify such person, in writing of his/her membership in the Corporation. The Secretary shall be responsible for communicating all official acts of the Corporation and, the Board of Directors, to all concerned; shall send out notices of all meetings; shall preside at all meetings when the President and Vice President are absent; and shall perform such other duties as requested by the President or Board of Directors.

SECTION 5. TREASURER

The Board of Directors shall elect one of its members Treasurer of the Corporation. He/she shall be the business and fiscal officer of the Corporation. He/she shall perform such other duties as requested by the President or Board of Directors.

SECTION 6. TERM OF OFFICE
The officers of the Board of Directors 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/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/her official capacity but officers shall be reimbursed for reasonable expenses incurred in the performance of official duties, subject to approval of the Board of Directors.

SECTION 8. CORRESPONDING SECRETARY

The Board of Directors may select a Corresponding Secretary who shall not be a Director of the Corporation. The Corresponding Secretary shall serve at the pleasure of the Board of Directors. He/she shall at the request of any officer of the Board of Directors, typewrite and mail notices, letters and other correspondence incidental to the business of the Corporation. The Corresponding Secretary may be compensated for services performed.

SECTION 9. VACANCIES

A vacancy in any office shall be filled for the unexpired term of election as prescribed in Article IV, Sections 2 through 5 but only after any vacancy occurring on the Board of Directors has been filled.

ARTICLE V.
THE EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION

The officers of the Corporation shall constitute the Executive Committee, and such additional Board members to comprise a committee which has one less student than the number of faculty and administrators.

SECTION 2. DUTIES AND RESPONSIBILITIES

The Executive Committee may act on behalf of the Board of Directors in emergencies and at such times as summer vacations, when it may be impossible to convene the Board of Directors.

The Executive Committee shall have all the authority, responsibility, rights and privileges as those vested in the Board of Directors when acting on behalf of the Board. However, all actions must be ratified by the Board of Directors at its next meeting.

ARTICLE VI.
BUDGET AND CONTRACT COMMITTEES

SECTION 1. DUTIES AND RESPONSIBILITIES

The budget and contract committee shall be empowered to develop all contract and budget allocation proposals.

SECTION 2. COMPOSITION

The Board of Directors shall act as the budget and contract committee.

ARTICLE VII.
STANDING COMMITTEES

There shall be a standing committee for each of the auxiliary services.

SECTION 1. FOOD SERVICES COMMITTEE

(a) **Purpose**- The role of Food Services Committee is to advise the Board of Directors on the quality of service and make recommendations on such matters as the awarding of contracts, hours of operation, and related matters.

(b) **Membership**- There shall be a committee, appointed by the Board of Directors, from the following groups: Student, Instructional Staff, Administrators, Gittlesons, Building and Grounds, after consultation with the respective constituencies.

(c) **Term of Office**- The term of office shall be for one year – September 1 through August 31.

(d) **Vacancies**- The Board of Directors shall fill any vacancies that may occur, from the group in which the vacancy occurred.

SECTION 2. THE BOOKSTORE COMMITTEE

(a) **Purpose**- The role of this committee is to advise and make recommendations to the Board of Directors on the quality of service, methods of providing service, hours of operation, and related matters.

(b) **Membership**- There shall be a committee drawn from the Instructional Staff, Administration, and Students and appointed by the Board of Directors after consultation with these constituencies.

(c) **Term of Office**- The term of office shall be for one year – September 1 through August 31.

(d) **Vacancies**- The Board of Directors shall fill any vacancies that may occur, from the group in which the vacancy occurred.
SECTION 2. THE COMMITTEE ON PARKING

(a) **Purpose** - The role of this committee is to advise and recommend to the Board of Directors, how best to utilize the parking areas, fees to be charged, priorities to be established and related matters.

(b) **Membership** - There shall be a committee appointed by the Board of Directors and drawn from the following groups:

- (1) Students
- (2) Instructional Staff
- (3) Gittlesons
- (4) Administration

...after consultation with the various constituencies.

(c) **Term of Office** - The term of office shall be one year – September 1 through August 31.

(d) **Vacancies** - The Board of Directors shall fill any vacancies that may occur, from the group in which the vacancy occurred.

ARTICLE VIII.
EMPLOYEES OF THE CORPORATION

The Board of Directors shall employ the necessary staff to perform the functions of the Corporation.

ARTICLE IX.
ASSETS AND FUNDS

SECTION 1. FISCAL YEAR

The Fiscal Year shall be July 1 through June 30.

SECTION 2. 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 3. SOURCES
The Corporation’s funds and assets shall derive from the charges made by the several auxiliary 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. Its auxiliary enterprises may enter into contract with various groups or the general student body for services traditionally supplied such as those for commencement, convocations, refreshments, receptions, subject to the approval of the Board of Directors.

SECTION 4. DISPOSITION

All funds of the Corporation shall be deposited in an account or accounts in the name of the Corporation in a bank or banks designated by the Board and shall be used solely to pay the proper expenses of the Corporation. Funds shall be withdrawn from such bank account or accounts only upon written authorization and signature of the Treasurer and President of the Corporation or upon written authorization and signature of such other persons as the Board of Directors shall designated by resolution. (Two signatures are required.)

Any funds or other assets of the Corporation which, in the judgement of the Board, shall not immediately be required to effect the purposes of the Corporation may be invested, and/or reinvested in such securities, real estate, or other investment as in the judgement of the Board of Directors is sound and proper.

SECTION 5. EXAMINATION AND AUDITS

All books, records, and accounts of the Corporation shall be subject to examination and audit by the Comptroller of the State of New York, the Comptroller of the City of New York, the Central Office of City University of New York, the Treasurer of the Corporation, or the College at any time. The books and records of the Corporation will be made available to independent CPA auditors as decided upon by the Board of Directors. All books and records of all accounts of the Corporation shall be open to inspection by the Board of Directors on written notice given three working days in advance.

SECTION 6. DISSOLUTION

In case of dissolution of the Corporation, the assets remaining after payment of its just debts and obligations shall be transferred to the City University of New York or to other non-profit organization or organizations in accordance with the Certificate of Incorporation.
SECTION 1. PROCEDURE

These Bylaws may be amended only at a duly held annual, special or regular meeting of the Corporation by vote, in person of eight (8) members of the full membership of the Corporation at such a meeting, provided that the proposed amendment has been fully stated in the notice of the meeting, given 10 days in advance. These Bylaws shall conform with the Certificate of Incorporation of the College of Staten Island Auxiliary Services Corporation, Inc. as well as with the laws of the City, State and Nation, and the Bylaws and resolutions of the Board of Trustees, and the policies, regulations, and orders of the College. All amendments must be approved by the President of the College and by the Board of Trustees of the City University.

ARTICLE XI
RULES OF ORDER

The presiding officer shall be responsible for interpreting and enforcing all the provisions of these Bylaws. He may be overruled in his interpretation by eight votes of the membership. Questions and Rules of Order not specifically provided for in these Bylaws shall be governed by Robert’s Rules of Order, the latest edition.

ARTICLE XII
MISCELLANEOUS

SECTION 1. ORGANIZATIONAL MEETINGS

Within one (1) month of the final approval and the completion of the official filing of these Bylaws, or any revision thereof, the interim President of the Corporation or in his/her absence the interim Treasurer, shall call a special meeting for the purpose of organizing the Corporation in accordance with the principles contained herein.

May 28, 2002