

**BOARD OF TRUSTEES
THE CITY UNIVERSITY OF NEW YORK
535 EAST 80TH STREET
NEW YORK, NEW YORK 10075**

CALENDAR

JANUARY 24, 2011

NO. 1. CHANCELLOR'S UNIVERSITY REPORT: RESOLVED, That the Chancellor's University Report for January 24, 2011 (including Addendum and Errata Items) be approved:

EXPLANATION: The Chancellor's University Report consists of standard resolutions and actions of a non-policy nature which require approval by the Board of Trustees.

NO. 2. APPROVAL OF MINUTES: RESOLVED, That the minutes of the regular Board meeting of November 22, 2010 be approved.

NO. 3. COMMITTEE ON FACULTY, STAFF, AND ADMINISTRATION: RESOLVED, That the following items be approved:

A. THE CITY UNIVERSITY OF NEW YORK - REVISED TOBACCO POLICY:

RESOLVED, That the Board of Trustees of The City University of New York adopt the attached tobacco policy, effective no later than September 4, 2012, prohibiting (i) the use of tobacco on all grounds and facilities under CUNY jurisdiction, including indoor locations and outdoor locations such as playing fields; entrances and exits to buildings; and parking lots; (ii) tobacco industry promotions, advertising, marketing, and distribution of marketing materials on campus properties; and (iii) tobacco industry sponsorship of athletic events and athletes.

EXPLANATION: This resolution updates, expands and supersedes the policy enacted by a Board of Trustees Resolution effective January 1, 1995, which prohibited smoking inside all facilities, including vehicles operated by the University. This revised tobacco policy must be implemented University-wide no later than September 4, 2012. As the nation's largest urban public university, as a source of thousands of health-professions graduates, and as the home of the new CUNY School of Public Health, CUNY has an opportunity—and a responsibility—to set appropriate standards as an example for universities seeking to protect the health of their students and employees.

Last spring, at the request of Chancellor Matthew Goldstein, Executive Vice Chancellor and University Provost Alexandra W. Logue convened a CUNY Tobacco Policy Advisory Committee to consider if—and how—the existing policy might be expanded to better protect the health of CUNY students, faculty, and staff. After extensive research, deliberations, and solicitation of community views, the Committee recommended that CUNY's policy be expanded as indicated in this resolution to accomplish that goal.

Across the United States, an ever-increasing number of colleges and universities are instituting tobacco-free policies: As of October 1, 2010, at least 446 colleges and universities had enacted smoke-free or tobacco-free policies for their entire campuses (indoors and out); about another 80 had enacted policies that include minor exemptions for remote outdoor areas. Other colleges and universities have not encountered significant problems enforcing tobacco-free policies.

The Central Office will support the new policy by providing training, information, and other resources across the system. Each college (and the Central Office) will be expected to submit college-specific implementation plans for review and approval by the Chancellery by no later than June 30, 2011.

FOOTNOTE: This resolution was also presented for informational purposes to the Board of Trustees Committee on Student Affairs and Special Programs.

B. THE CITY UNIVERSITY OF NEW YORK - AMENDMENT TO ARTICLE VI OF THE BYLAWS:

RESOLVED, That Section 6.2.c. of the Bylaws of The City University of New York be amended to read as follows:

NOTE: New wording is underlined.

By-law 6.2. PERMANENT INSTRUCTIONAL STAFF—TENURE

The permanent instructional staff shall consist of those persons who have been granted tenure under any of the provisions enumerated in subs. a, b, c, d, e, f, and g below and in section 6.3. subs. a, b and d.

<...>

c. A distinguished person of proven record appointed to the title of associate professor or the title of professor, who had tenure in another accredited institution of higher learning, may be appointed with immediate tenure by the board in its discretion.

EXPLANATION: This amendment clarifies Section 6.2.c. of the Bylaws, which specifies that a person holding a professorial title in another institution may be appointed with immediate tenure at the Board's discretion. The current language omits specific mention of the associate professor rank, which has led to a two-tier approval system: faculty appointments with immediate tenure to the rank of full professor required only the application of the Bylaw, while appointments to the rank of an associate professor required an action of the Board to waive the Bylaw. This differentiation serves little practical purpose as it is common practice across the institutions of higher education in the United States that a faculty member holding tenure be offered a position with immediate tenure. Clarifying the Bylaw language would thus eliminate an unnecessary bureaucratic hurdle for the campuses.

C. THE CITY UNIVERSITY OF NEW YORK - REVISIONS TO THE BOARD OF TRUSTEES' STATEMENT OF POLICY ON MULTIPLE POSITIONS:

RESOLVED, That the Board of Trustees of The City University of New York approve the attached Statement of Policy on Multiple Positions.

EXPLANATION: The attached Statement of Policy on Multiple Positions contains the following revisions:

- **Preamble, Section 2.b.2, and Section 2.b.3:** The complete prohibition against granting overload teaching assignments to faculty members with reassigned time for research has been removed. Permission for such assignments is needed, however, and these assignments may not interfere with a faculty member's non-overload responsibilities. Reassigned time for any purpose is no longer specified as a limitation on the assignment of teaching overloads to faculty members. The classroom contact hour limitations have been simplified to a maximum of eight classroom contact hours per year (in addition to the Winter, Weekend, and on-line teaching overload assignments specified in Section 2.b.3).
- **Section 2.a:** A second paragraph is added to prescribe conditions that each faculty member will abide by, make known to the other party and incorporate in any written agreement in connection with any outside employment, consulting arrangement or other work.
- **Section 2.b.4:** Overloads are now prohibited for all non-tenured tenure-track faculty members, although exceptions may be made in individual cases for these faculty members, provided that they are not using the contractually-mandated research reassigned time during the semester in which the overload teaching is assigned.

- **Section 2.b.5:** This prohibition against the assignment of overload teaching to the doctoral faculty has been deleted.
- **Section 2.c:** A President may now approve an overload for administrative/service activities; the Chancellor's approval is no longer required. Such overloads are limited to 300 hours per year, unless the Chancellor or the Chancellor's designee authorizes a greater amount.
- **Section 2.d and Section 5:** A new section on summer activities has been added. During the summer, faculty members will continue to be paid for teaching and administrative duties in accordance with the rates prescribed by the PSC/CUNY collective bargaining agreement. Furthermore, consistent with the prior version of this policy, compensation for research activities paid for by the CUNY Research Foundation, as well as for CUNY teaching and administrative duties, cannot exceed a total of three-ninths of the faculty member's base salary. In addition, any pay given to faculty members during the summer for service as a department chair must conform to the rates prescribed in the PSC/CUNY collective bargaining agreement. Under certain rigorously documented and justified circumstances, a faculty member may, given permission by the Chancellor or the appropriate President, be paid more than three-ninths of base salary during the summer when the funds are provided from the college's foundation.
- **Section 3:** Faculty may now engage in paid, non-CUNY, compensation during Travia Leave if they have given an irrevocable commitment to retire at the end of their Travia Leave. Eligibility for assignment in summer activities for faculty who are completing a Fellowship Leave or a Scholar Incentive Award is the same as for other faculty.
- **Section 4:** Faculty are now limited to 300 total hours during the entire academic year of additional consultation and/or nonteaching adjunct work, or 14 classroom contact hours, or a proportional combination of these activities.

These revisions will serve to increase the participation of full-time faculty in weekend courses, in winter session courses, and in on-line degree programs. They also provide the colleges with greater flexibility in scheduling summer programs and in staffing short-term, non-teaching professional projects.

D. THE CITY UNIVERSITY OF NEW YORK - CONTINUATION OF MILITARY LEAVE AND EMPLOYER-PAID HEALTH AND WELFARE BENEFITS COVERAGE FOR UNIVERSITY EMPLOYEES RECALLED FROM THE RESERVES TO ACTIVE MILITARY SERVICE:

RESOLVED, That the Board of Trustees of The City University of New York, in response to the continuing need for employees in the National Guard and Reserves to be activated for Military Service in response to the events of September 11, 2001, and in light of the continuing evolution of the response to September 11, 2001 into a wider campaign against terror, including military action in Afghanistan, hereby authorizes the continuation of Military Leave and Health & Welfare benefits for University employees in accordance with the following policies. These policies apply to employees of The City University of New York who are members of the National Guard, Reserve forces, or Reserve components of the Armed Forces of the United States.

1. Supplemental Military Leave

- (a) The City University of New York will provide a temporary leave category called Supplemental Military Leave at full pay. Employees of The City University of New York who have been federally activated or activated by the Governor of New York State for military service between September 11, 2001 and December 31, 2011 will be granted Supplemental Military Leave with full pay after the exhaustion of military leave with full pay pursuant to Section 242 of the New York State Military Law. While on such Supplemental Military Leave, the eligible employee will be in full pay status for a period not exceeding 30 calendar days or 22 working days, whichever is greater, in addition to the leave that had been granted pursuant to Section 242 of the New York State Military Law.

- (b) Employees shall be eligible to receive Supplemental Military Leave through December 31, 2011. Supplemental Military Leave shall not be granted for military service performed after December 31, 2011. In no event shall more than one such grant of Supplemental Military Leave be credited to any employee for activation related to the war on terror regardless of the number of times the employee is activated between September 11, 2001 and December 31, 2011.

2. Military Leave at Reduced Pay

- (a) Employees shall be eligible to receive Military Leave at Reduced Pay through December 31, 2011. Military Leave at Reduced Pay status commences after the employee has exhausted Military Leave pursuant to Section 242 of the New York State Military Law, Supplemental Military Leave as set forth in paragraph 1 above, and any leave credits, other than temporary disability leave or sick leave, which the employee elects to use.
- (b) Employees in Military Leave at Reduced Pay status will be paid their regular City University of New York salary (base pay) reduced by military pay (base pay plus housing and food allowances). The determination of rate of payment for the Military Leave at Reduced Pay will be based upon the employee's regular City University of New York salary as of his/her last day in full pay status and the employee's military pay on the first day of his/her activation, and shall not be subject to adjustment during the period of leave at reduced pay.
- (c) Employees eligible for Military Leave at Reduced Pay will not be eligible to earn annual and temporary disability leave/sick leave accruals or to receive credit for holidays.
- (d) In no event shall Military Leave at Reduced Pay be granted for military service performed after December 31, 2011.

3. Continued Health Insurance Coverage

Covered dependents of eligible employees of The City University of New York, who are currently enrolled in a health plan with family coverage through The City University of New York and who have been federally activated or activated by the Governor of New York State for military service related to the war on terror shall continue to receive health insurance coverage with no employee contribution for a period not to exceed 12 months from the date of activation, less any period in which the employee remains in full-pay status. Contribution-free health insurance coverage will end at such time as the employee's active duty is terminated or the employee returns to City University of New York employment or December 31, 2011, whichever occurs first.

4. Other Provisions

The provisions of this resolution shall not apply to those employees who have voluntarily separated from City University of New York service or who are terminated for cause. Furthermore, the provisions of this resolution shall apply only for the period of time that the employee has an appointment with The City University of New York.

EXPLANATION: On October 22, 2001, November 18, 2002, March 29, 2004, February 28, 2005, January 8, 2007, January 28, 2008, January 26, 2009 and January 4, 2010, the Board of Trustees passed resolutions extending Military Leave and employer-paid health and welfare benefits coverage for University employees recalled from the Reserves to active military service in response to the events of September 11, 2001. This resolution authorizes the continuation of these benefits through December 31, 2011 in response to the need for employees to serve in the Armed Forces in light of the continuing evolution of the response to September 11, 2001 into a wider campaign against terror, including military action in Afghanistan.

This resolution, consistent with the policies being followed by the State of New York for its employees, authorizes, under certain conditions, the continuation of Supplemental Military Leave at full pay for the greater of 30 calendar days or 22 working days, in addition to the Military Leave provided pursuant to Section 242 of the New York State

Military Law. Further, after exhaustion of the Supplemental Military Leave, this resolution authorizes a Military Leave at Reduced Pay for military service performed through December 31, 2011, whereby the employee will receive salary from The City University of New York equal to the difference between the employee's regular CUNY salary and the military pay he/she is receiving. Finally, this resolution authorizes the continuation (through December 31, 2011) of dependent health care coverage, under certain conditions, for employees recalled to active service related to the war on terrorism (less any period in which the employee remains in full-pay status).

E. CUNY GRADUATE SCHOOL OF JOURNALISM – NAMING OF THE TOW-KNIGHT CENTER FOR ENTREPRENEURIAL JOURNALISM:

RESOLVED, That the Board of Trustees of the City University of New York approve the naming of the “Tow-Knight Center for Entrepreneurial Journalism” at the CUNY Graduate School of Journalism.

EXPLANATION: The John S. and James L. Knight Foundation has pledged \$3,000,000 to the CUNY Graduate School of Journalism, matching a \$3,000,000 challenge grant of the Tow Foundation (accepted at the June 23, 2008 meeting of the Board of Trustees of The City University of New York) to create the Tow-Knight Center for Entrepreneurial Journalism. The Center will work to create a sustainable future for quality journalism by (i) educating students and mid-career journalists in innovation and business management; (ii) researching relevant topics, such as new business models for news; and (iii) developing new journalistic enterprises.

Leonard Tow and his wife, Claire, founded The Tow Foundation in 1988. Mr. Tow was an entrepreneur in the telecommunications industry who, before his retirement in 2004, headed Citizens Communications, a provider of phone service to rural areas, and before that, MSO Century Communications Corp. Mr. Tow is a graduate of Brooklyn College and received his Ph.D. in economics from Columbia University. He and Mrs. Tow are committed to supporting public education, including Brooklyn College, where their gift is supporting the creation of a new Center for the Performing Arts. The Tow Foundation's investments focus on supporting innovative programs in the areas of groundbreaking medical research, the performing arts, higher education, and vulnerable children and families, with a concentrated initiative on juvenile justice reform.

The John S. and James L. Knight Foundation considers itself a “national foundation with local roots,” advancing journalism in the digital age and investing in communities in which the Knight brothers owned newspapers. Since 1950, the Miami-based Knight Foundation has awarded more than \$1 billion in grants, \$400 million of which was awarded to advance quality journalism and freedom of expression. The foundation is the nation's leading journalism funder, focusing its grants on four broad areas: training and education, digital media and news in the public interest, diversity in the news and newsroom, and press freedom and freedom of information.

F. DISTINGUISHED PROFESSORS: RESOLVED, That the following be designated Distinguished Professor in the department, and the college, and for the period indicated, with compensation of \$28,594 per annum in addition to their regular academic salaries, subject to financial ability:

COLLEGE	NAME	DEPARTMENT	EFFECTIVE
Graduate School and University Center	Susan Buck-Morss	Political Science	February 1, 2011
Graduate School and University Center	Douglas H. Whalen	Speech-Language-Hearing Sciences	February 1, 2011
Graduate School and University Center	Robert Reid-Pharr	English	February 1, 2011
College of Staten Island	Sarah Schulman	English	February 1, 2011

NO. 4. COMMITTEE ON STUDENT AFFAIRS AND SPECIAL PROGRAMS: RESOLVED, That the following item be approved:

A. BARUCH COLLEGE – AMENDED COLLEGE ASSOCIATION BYLAWS:

RESOLVED, That the Board of Trustees of The City University of New York approve the amended Bylaws of the Bernard M. Baruch College Association, Inc.

EXPLANATION: The CUNY Board of Trustees last approved revisions to the bylaws of the Bernard M. Baruch College Association, Inc. in 1992. As part of a general review of its operations, the Association recently reviewed and revised the bylaws to better meet its needs and to reflect current best practices. In accordance with Board Bylaw section 16.10, the amended bylaws of the Association have been approved by the Baruch College President and reviewed by the University Office of the General Counsel. The Association will retain its board structure of thirteen members composed of the Baruch College President or his/her designee as Chair, six students, three administrators and three faculty members. The budget committee will consist of the full membership of the Board less one administrator and one faculty member selected by the College President.

In addition to technical revisions, changes to the bylaws include the following: (a) student directors must now meet the requirements of the Board of Trustees' Student Leadership Eligibility Guidelines; (b) consistent with statutory requirements, all at-large directors shall now serve for specified terms; (c) the provisions regarding the filling of vacancies were clarified; (d) provisions regarding conflict of interest and indemnification were added; and (e) provisions regarding an audit committee, a health advisory committee, and a student programming board we added, and other provisions regarding committee operations were clarified and consolidated.

BYLAWS OF THE BERNARD M. BARUCH COLLEGE ASSOCIATION, INC.

INTRODUCTION

The Bernard M. Baruch College Association exists for the purpose of receiving student activity fees and reviewing and approving annual allocations of those fees. Duties of the Association include establishment and oversight of procedures for the receipt, allocation, and expenditure of student funds.

The Bernard M. Baruch College Association is organized under the New York Not-for-Profit Corporation Law and is operated exclusively for the charitable purpose of supporting Bernard M. Baruch College, as is more fully set forth in the Association's Certificate of Incorporation. Any income which may be derived from any of its operations in pursuance of the purposes set forth in the bylaws shall not inure to the personal benefit of any member of the Board of Directors of the Association.

The Association shall have no members.

ARTICLE I – NAME AND PURPOSES

Section 1 – Name

This corporation shall be known as the Bernard M. Baruch College Association, Inc., hereinafter referred to as the Association.

Section 2 – Purposes

The principal objectives and purposes of the Association are as set forth in the Association's Certificate of Incorporation and as follows:

1. To plan, develop, promote, and cultivate educational and social relations among the students, faculty, and administrative staff of Baruch College, an educational unit of The City University of New York (the "College").

2. To aid the students and faculty of the College by assisting them in their study, work, curricular and college-related activities. Any facilities or services provided by the Association to students, faculty, or staff shall be provided without regard to membership in any organization.
3. To receive, and dispose of fees, dues, contributions, funds, and real or personal property, and to apply the income and principal thereof, in whole or in part, to the various objectives herein set forth.
4. To enter into contractual relations in the name of the Association to carry out the responsibilities of the Association.
5. Without profit and solely as an incident to the foregoing purposes, 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 or duplicated matter in connection with any of the above-mentioned objectives.
6. To acquire by purchase, gift, grant, devise, and/or bequest, real and personal property and to accept such property for use, in fee or in trust, for the purposes of effecting any or all of its objectives.
7. To sell, mortgage, exchange, lease, convey, transfer, or otherwise dispose of or encumber any such property, both real and personal, as the objectives and purposes of the Association may require, subject to such limitations as may be provided by law and by the regulations of the Board of Trustees of The City University of New York.
8. To administer, invest, and reinvest any and all monies, securities, or properties received by it and to apply and expend the income and principal of the Association in carrying out its purposes.
9. To borrow money and to make, accept, endorse, execute, and issue promissory notes and other obligations or evidences of indebtedness in payment for property acquired or money borrowed.
10. To make such rules, regulations, and bylaws, and to hire executive staff, clerical staff, custodial staff, and other such employees as may be necessary and advisable to carry out the responsibilities of the Association.
11. In general, to exercise such powers as are incidental and conducive to the attainment of the objectives and purposes of the Association provided that the Association shall not operate for profit and further provided that no part of the net earnings of the Association shall inure to the personal benefit of any member thereof.

ARTICLE II – DIRECTORS AND OFFICERS

Section 1 – Powers

The property, affairs, business and concerns of the Association shall be vested in a Board of Directors (the “Board”). The Board shall have power to hold meetings at such times and places as it seems advisable, to appoint committees, to employ necessary personnel, to authorize proper expenditures and to take such other measures as may be necessary and proper to carry out the purposes of the Association. The Board shall keep minutes of its meetings and all actions.

Section 2 – Composition

The Board shall consist of a thirteen (13) Directors as follows:

1. Administration
The College President or his or her designee, and three (3) other administrators appointed by the College President.
2. Faculty
Three (3) faculty members appointed by the College President from a panel of six (6) faculty members elected by the Baruch College Faculty Senate.
3. Student Body
Six (6) students currently enrolled and in good standing as defined by College regulations: the President of the Undergraduate Student Government, the Chairperson of the Graduate Student Assembly, and four (4) undergraduate students elected directly by the undergraduate student body in a procedure established by the College President in consultation with Undergraduate Student Government. The student Directors must meet the requirements of the CUNY Board of Trustees' Student Leadership Eligibility Guidelines.

Section 3 – Officers

The Chairperson of the Board shall be the College President or his or her designee on the Board. The College President shall designate from among the Directors representing the administration the individuals to serve as secretary and treasurer of the Association.

Section 4 – Term of Directorship

Each administration Director shall be appointed for a term of three (3) years and until his or her successor is chosen and qualified. Each faculty and student Director shall serve a term of one (1) year and until his or her successor is chosen and qualified. Directors' terms shall commence with the first Board meeting following the last day of classes in the College's spring semester. Directors may be elected or appointed to consecutive terms in the same manner as the initial election or appointment.

Section 5 – Termination of Directorship; Resignation

1. Any Director who ceases to occupy the position that qualified him or her to be elected or appointed as a Director shall thereupon immediately cease to be a Director and his or her right to vote shall end.
2. The College President may at any time remove a Director whom he or she has appointed.
3. Any Director may withdraw from the Association by presenting to the Chairperson a written resignation, which resignation shall be presented to the Board at the next meeting thereof following receipt of such resignation. Such resignation shall be effective upon its presentation to the Board.

Section 6 – Vacancies

1. General Rules. Whenever a vacancy shall occur in the Board, it shall be filled in the manner set forth for appointment or election in Section 2 of this Article. However, if a vacancy remains unfilled for three months after it occurs, and by reason of the absence, illness, or other inability of one or more of the remaining Directors a quorum of the Board cannot be obtained, a majority of the remaining Directors may appoint a Director from the relevant constituent group to fill the vacancy. A Director elected or appointed to fill a vacancy will hold office until his or her successor is elected or appointed and qualified.

2. Rules Specific to Student Directors. When filling a student Director vacancy, the following rules shall take precedence over the general rules described above:
- i. In the event that a student governing body fails to conduct annual elections or if an insufficient number of students run for positions, the College President shall appoint student Director(s) in consultation with the appropriate governing body. The appointed student Director(s) must meet the requirements of the CUNY Board of Trustees' Student Leadership Eligibility Guidelines.
 - ii. If a vacancy in any of the four directly elected student seats results from a resignation, graduation, or inability to maintain required academic standing, the vacancy shall be filled by the Board by selecting the runner-up for that position (provided that student remains eligible pursuant to the Student Leadership Eligibility Guidelines) or through the procedure specified above.
 - iii. If the vacancy is that of a student government president, the Board may fill the vacancy with the next highest currently serving elected government official, as specified in each constitution.
 - iv. Student Directors appointed pursuant to this Section shall serve until the next annual election is held by the respective student bodies.

Section 7 – Voting Rights

Each Director, including the Chair, shall have one vote at a meeting of the Board. No proxy voting shall be allowed.

Section 8 – Meetings

1. The meetings of the Board shall be held at least twice a semester during the academic year on a designated day to be fixed by the Board. The second meeting of each fall semester, which must be held prior to the end of December, shall be designated as the official annual meeting of the Association. Special meetings may be called by the Chairperson whenever deemed advisable and also upon the written request of any six (6) members of the Board.
2. Written notice of all meetings shall be given at least four (4) days prior to the meeting date.
3. The presiding officer of meetings of the Board shall be the Chairperson of the Board. In the absence of the Chairperson, the treasurer, and, in his or her absence, the secretary shall serve as chairperson. In the absence of all three, the Directors present shall elect by majority vote a chairperson to serve for that meeting.
4. All meetings of the Board of Directors shall be conducted under Robert's Rules of Order.

Section 9 – Quorum

A quorum of the Board for the conduct of business shall consist of a majority of the Directors. Actions must be approved by a majority vote of those Directors present at a meeting at which there is a quorum. In the event that a quorum is not present at a meeting, the Chairperson or the Directors present shall adjourn the meeting and reschedule the meeting for a date not later than seven (7) class days or, if class is not in session, seven (7) calendar days from the date of the adjourned meeting. Written notice of the rescheduled meeting shall be given to the Directors at least four (4) days prior to the rescheduled meeting date.

Section 10 - Compensation

No Director or officer of the Association shall receive any compensation from the Association for services performed in his or her official capacity, but Directors and officers may be reimbursed for reasonable expenses incurred in the performance of official duties

Section 11 - Conflict of Interest

Each Director and officer shall disclose to the Board the material facts as to such Director's or officer's interest in any contract or transaction, prior to any action by the Board regarding such contract or transaction, including any directorships or offices held or financial interest. A Director that is interested in a contract or transaction may be counted in determining the presence of a quorum at a meeting of the Board to authorize the contract or transaction if such disclosure is made, provided, however, that such Director's vote shall not be counted when determining whether a sufficient number of Directors has approved such contract or transaction.

Section 12 – Assessments

The Association shall be no power to impose any liability or assessment upon any Director of the Association.

Section 13 – Liability

No Director of the Association shall be personally liable for the debts, obligations, or liabilities of the Association.

Section 14 – Indemnification and Insurance

1. In accordance with the provisions of section 722, or any successor provisions of the New York State Not-For-Profit Corporation Law, the Association 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 722 or any successor provisions of the Laws of New York, against judgments, 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 or 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 Association and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.
2. In accordance with section 726 and any successor provisions of the New York State Not-For-Profit Law, the Association may secure and maintain insurance for the following purposes:
 - i. To indemnify the Association 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
 - ii. To indemnify directors and officers in instances in which they may be indemnified by the Association under the provisions of the New York State Not-For-Profit Corporation Law; and
 - iii. To indemnify directors and officers in instances in which they may not otherwise be indemnified by the Association 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, subject to such restrictions as may be imposed by the New York Superintendent of Insurance.
3. The Board of the Association shall be covered by an appropriate fidelity bond in an amount to be determined by the Board at the expense of the Association.

ARTICLE III – ORGANIZATION AND RESPONSIBILITIES OF COMMITTEES

Section 1 – Committees of the Board of Directors

1. Executive Committee

Purpose: The Executive Committee shall have and exercise all the powers of the Board when College classes are not in session and in other intervals between meetings of the Board, except that it shall not have the right to carry out (a) any action related to the Certificate of Incorporation, (b) any amendments to these Bylaws, (c) any modification of the provisions for dissolution of the Corporation, or (d) any action otherwise prohibited by law. The Executive Committee shall keep minutes of its proceedings and shall report on these proceedings to the Board at or before the next scheduled Board meeting.

Membership: The officers of the Association plus sufficient student Directors in order for the students to constitute one less than a majority of the Executive Committee shall constitute the Executive Committee of the Board.

Quorum: A quorum of the Executive Committee shall consist of at least two of the officers of the Association.

2. Budget Committee

Purpose: The Budget Committee shall receive and review student activity fee budget requests and shall develop and allocate a budget for the Association subject to the review of the Board for conformance with the expenditure categories established by the bylaws of the Board of Trustees of The City University of New York, and as to whether they are inappropriate, improper or inequitable.

Membership: The full membership of the Board less one administrator and one faculty member selected by the College President shall constitute the Budget Committee.

3. Audit Committee

Purpose: The Audit Committee will serve as a liaison to the Association's independent external auditor. The Audit Committee's responsibilities shall include the following:

- a. Select and review the independent external auditors and review the annual fees to be paid for services rendered by them and each proposed audit plan developed by management and the external auditors.
- b. Review with the independent external auditors the Association's annual financial statements and reports and consider whether they are complete and consistent with information understood by the Committee members.
- c. Review and evaluate the management letter received from the independent external auditors and discuss recommendations for any changes necessary to remedy problems identified in the letter.
- d. Maintain communication between the Board and independent external auditors by meeting on a regularly scheduled basis. At the completion of the audit, review the audit fieldwork process with the auditors. Obtain an understanding of their evaluation of management and whether they encountered any difficulties or had any disagreements with management during their audit. Review all journal entries proposed by the auditors.
- e. Ensure that proper federal and state tax filings are completed timely, including payroll taxes, sales taxes and unrelated business income taxes.

- f. Understand the Association's internal controls and have policies in place to update them as needed.
- g. Periodically review the Association's insurance coverage and determine its adequacy.
- h. Make recommendations necessary to improve the Association's efficiency and/or remedy problems identified by the Committee or others.
- i. Identify and monitor related party transactions and review the conflict of interest, ethics and related party disclosure policies periodically and update as needed.
- j. Monitor any legal matters that could impact the financial health and reporting of the Association.
- k. Institute and oversee any special investigatory work as needed.

Membership: The Board shall constitute the Audit Committee.

Section 2 – Committees of the Association

1. Communications Committee

Purpose

- a. To serve as a liaison among officially chartered student publications and broadcast facilities under the jurisdiction of the Board and other student organizations, administrative staff, faculty, and faculty organizations.
- b. To discuss and make recommendations upon matters relevant to the administration of student publications and broadcast facilities.
- c. To provide fiscal recommendations for matters associated with student publications and broadcast facilities.
- d. To advise on professional standards and conduct of student media.

Powers. The Communications Committee shall review and recommend to the Budget Committee of the Association annual budget allocations for the various publications and communication facilities under its jurisdiction. Where separate communication fees are provided by Board of Trustees of The City University of New York resolution, these fees must be used to support the designated communication medium.

Membership

- a. Four (4) student members: three (3) undergraduate students and one (1) graduate student, currently enrolled and in good standing as defined by College regulations, to be elected directly by the respective student body
- b. Three (3) faculty members selected by the executive committee of the Faculty Senate in consultation with the College President
- c. The Dean of Students, or his or her designee

The Chairperson of the Communications Committee shall be elected from the student membership of the Committee by the full membership of the Committee. In the absence of the Chairperson, the members present shall elect by majority vote the chairperson to serve for that meeting.

2. Athletic Committee

Purpose: To make recommendations and provide oversight for the expenditure of student activity fees for athletic purposes.

Powers: The Athletic Committee shall prepare and recommend to the Budget Committee an annual itemized budget for the expenditure of the student activity fees for athletic purposes. The authority of the Athletic Committee shall supersede the fiscal authority of the General Faculty Committee on Collegiate Athletic Activities.

Membership

- a. The Director of Athletics
- b. Two (2) faculty members selected by the executive committee of the Faculty Senate in consultation with the College President
- c. The Chairperson of the General Faculty Committee on Collegiate Athletic Activities, who shall also serve as chairperson of this committee
- d. Three (3) undergraduate students currently enrolled and in good standing, as defined by College regulations, to be elected directly by the undergraduate student body

In the absence of the Chairperson, the members present shall elect by majority vote the chairperson to serve for that meeting.

3. Student Center Committee

Purpose

- a. To recommend policies for the Student Center and related operations and programs.
- b. To recommend rules and regulations governing the use of Student Center facilities.
- c. To recommend and review Student Center programs.
- d. To provide fiscal oversight for matters associated with the operation of the Student Center and its programs.

Powers: The Student Center Committee shall recommend to the Budget Committee an annual itemized budget for operation of the Student Center.

Membership

- a. The Dean of Students, who shall also serve as Chairperson of the Student Center Committee. (In the absence of the Dean of Students, the Student Development and Counseling staff member appointed by the Dean of Students shall chair the meeting.)
- b. Two (2) faculty members selected by the executive committee of the Faculty Senate in consultation with the College President

- c. The Director of the Student Center (or the professional equivalent as designated by the Dean of Students)
- d. One additional staff member from the Department of Student Development and Counseling appointed by the Dean of Students
- e. Four (4) student members: three (3) undergraduate students and one (1) graduate student currently enrolled and in good standing as defined by College regulations, to be elected directly by the respective student body

4. Health Advisory Committee

Purpose

- a. To provide fiscal oversight for matters associated with the operation of the Baruch Health Center and its programs.
- b. To recommend policies for the Health Center and its related operations and programs.
- c. To recommend rules and regulations regarding the Health Center.
- d. To recommend and review health programs and activities in keeping with the overall mission of health prevention, education and medical treatment.

Powers: The Health Advisory Committee shall prepare and recommend to the Budget Committee an itemized annual budget for the allocation of the Health Center fee.

Membership

- a. The Vice President for Student Affairs
- b. The Director of Health Services or equivalent, as designated by the Vice President for Student Affairs
- c. One additional administrator appointed by the College President
- d. Two (2) faculty members selected by the executive committee of the Faculty Senate in consultation with the College President
- e. Four (4) student members, currently enrolled and in good standing as defined by College regulations, to include the President of the Undergraduate Student Government, the Chairperson of the Graduate Student Assembly and two additional undergraduate students elected at large directly from the undergraduate student population

5. Student Programming Board

Purpose. To promote and cultivate educational and social relations among the students, faculty, and administrative staff of the College by providing a variety of high quality, robust, creative and entertaining programs that appeal to diverse audiences.

Powers. The Programming Board will review and recommend to the undergraduate student government an annual programming budget and appoint a sub-Committee to plan and implement programming. The sub-Committee shall plan social, cultural, intellectual and educational events consistent with the College's

mission and objectives. The sub-Committee shall work with other student organizations, faculty, staff and alumni in coordinating these special events and activities for the College. The sub-Committee shall actively seek and encourage input from the College community, while challenging itself to incorporate the needs and desires of that community. The sub-Committee shall prepare and recommend to the Programming Board an itemized annual budget. The Programming Board will review recommendations and submit to the undergraduate student government, the allocating body of the Programming Board fee, an itemized annual budget for its events and activities. The undergraduate student government will then submit to the Directors an itemized annual budget for allocation of the Programming Board fee.

Membership

- a. The Chief Student Affairs Officer or his or her designee, who shall also serve as Chairperson of the Student Programming Board Committee. (In the absence of the Chairperson, the full-time professional from the Office of Student Life and Freshmen Programs shall chair the meeting.)
- b. One faculty member selected by the executive committee of the Faculty Senate in consultation with the College President
- c. A full-time professional from the Office of Student Life and Freshmen Programs appointed by the Chief Student Affairs Officer
- d. Four (4) undergraduate students currently enrolled and in good standing as defined by College regulations, to be elected directly by the undergraduate student body

Section 3 - Operating Procedures for Committees of the Association

Unless otherwise set forth in Section 2 of this Article, the following procedures shall apply to all committees of the Association:

1. Term. Administrative members of a committee shall serve at the pleasure of the College President. Faculty and student members shall serve a term of one (1) year, commencing with the first committee meeting following the last day of classes in the spring semester. Committee members may be elected or appointed to consecutive terms in the same manner as the initial election or appointment.
2. Vacancies. Vacancies in at large administration and faculty positions shall be filled by the College President, in consultation with the Faculty Senate in connection with faculty vacancies. Vacancies in student positions shall be filled by the College President in consultation with the appropriate student governing body. However, if the vacancy is that of a student government president, the Board may fill the vacancy with the next highest currently serving elected government official, as specified in each constitution.
3. Meetings and Quorum. Each committee shall meet upon call of its chair or of any two (2) of its members upon such notice given to its members as is provided in these Bylaws for the giving of notice to Directors for meetings of the Board or upon such other notice, if any, as the committee may determine. Committees shall meet not less frequently than twice per semester. A majority of members of a committee shall be present to constitute a quorum. Acts and decisions of the committees shall be by majority vote of those present at the time of the vote, if a quorum is present at such time. Each committee member shall be entitled to one vote. The committees shall keep regular minutes of their proceedings and make the same available to the Board upon request. All committee meetings shall be conducted under Robert's Rules of Order.

ARTICLE IV – BUDGETS AND BUDGETING PROCEDURES

Budget requests referred to in this article shall be based on income projections provided by the treasurer of the Association. All budget allocations made in May shall be considered tentative. Budget allocations shall not be finalized until income is confirmed by October 1 for the fall semester and by February 15 for the spring semester.

Section 1 – Fiscal Year

The fiscal year of the Association shall be from July 1 – June 30.

Section 2 – Budget Procedures

1. The secretary of the Association shall solicit annual budget requests from the committees of the Association, other organizations and individuals, and the student governing bodies by March 15 of each year for the fiscal year beginning July 1 for submission to the Budget Committee.
2. The treasurer of the Association shall prepare a proposed Association budget for submission to the Budget Committee no later than May 1.
3. The minutes of all Board or Executive Committee meetings as prepared by the secretary and approved by the Board or Executive Committee shall be deemed to be official notification of actions taken by the Association. The receipt of these minutes by the treasurer of the Association shall constitute authorization to implement all fiscal matters approved by the Board or Executive Committee.

ARTICLE V – ASSETS AND FUNDS

Section 1 – Ownership

No Director, officer or employee of the Association shall have any right, title, or interest in any of the assets and funds of the Association; all assets and funds of the Association shall be owned exclusively by the Association.

Section 2 – Disposition

Funds of the Association shall be deposited in an account or accounts in the name of the Association in a bank or banks designated by the Board and shall be used solely for the proper expenses of the Association. Funds shall be withdrawn from such bank account or accounts only upon the signature of those College or Association employees authorized by the Board. Checks, drafts, or other orders for the payment of money drawn from any of the Association accounts in excess of \$2,500.00 will require the signatures of two individuals authorized as signatories by the Board.

Section 3 – Audit

A certified independent audit of the books, records and accounts of the Association shall be performed annually by a public auditing firm approved by the Board.

ARTICLE VI – COMPLIANCE

The Association shall operate consistent with the bylaws, policies, and regulations of The City University of New York, including but not limited to the Financial Management Guidelines for College Associations, and the policies, regulations, and orders of College.

ARTICLE VII – AMENDMENTS TO BYLAWS AND CERTIFICATE OF INCORPORATION

Section 1 – Amendments

These Bylaws and the Association's Certificate of Incorporation may be amended only by a 3/4 majority vote of Directors present at any meeting, provided that written notice of the substance of the amendment is given with notice of the meeting, to all Directors, and subject to the approval of the College President and the Board of Trustees of The City University of New York.

Section 2 – Effective Date of Amendment

The effective date of amendment of these Bylaws or the Certificate of Incorporation shall be as provided by the Board of Trustees of The City University of New York.