

MINUTES OF THE MEETING OF THE BOARD OF
TRUSTEES OF THE CITY UNIVERSITY OF NEW YORK

HELD

JANUARY 26, 2004

AT BARUCH COLLEGE VERTICAL CAMPUS
55 LEXINGTON AVENUE – BOROUGH OF MANHATTAN

The Chairperson called the meeting to order at 4:35 P.M.

There were present:

Benno C. Schmidt, Jr., Chairman

Valerie Lancaster Beal
John J. Calandra
Wellington Z. Chen
Kenneth E. Cook
Joseph J. Lhota
Hugo M. Morales

Kathleen M. Pesile
Carol A. Robles-Roman
Nilda Soto Ruiz
Marc V. Shaw
Jeffrey S. Wiesenfeld

Agnes M. Abraham, ex officio

Susan O'Malley, ex officio (non-voting)

Frederick P. Schaffer, General Counsel and Vice Chancellor for Legal Affairs
Jay Hershenson, Secretary and Vice Chancellor for University Relations
Hourig Messerlian, Executive Assistant
Kisha Fuentes
Towanda Lewis
Anthony Vargas

Chancellor Matthew Goldstein
Executive Vice Chancellor Louise Mirrer
Senior Vice Chancellor Allan H. Dobrin
President Fred W. Beaufait
President Dolores Fernandez
President Ricardo Fernandez
President Robert L. Hampton
President Frances Degen Horowitz
President Edison O. Jackson
President Christoph M. Kimmich
President Gerald W. Lynch
Interim President Fred B. Malamet
President Eduardo J. Marti
President Gail O. Mellow

President James L. Muyskens
President Antonio Perez
President Jennifer Raab
President Edward V. Regan
President Marlene Springer
President Carolyn G. Williams
President Gregory H. Williams
Dean Kristin Booth Glen
Dean Stanford A. Roman, Jr.
Vice Chancellor Otis O. Hill
Vice Chancellor Russell K. Hotzler
Vice Chancellor Ernesto Malave
Vice Chancellor Brenda Richardson Malone
RF President Richard F. Rothbard

The absence of Trustees John S. Bonnici, Rita DiMartino, and Randy M. Mastro was excused.

Chairman Schmidt called the public meeting to order, and announced that at the conclusion of this public meeting the Board will convene in Executive Session to discuss collective bargaining and personnel matters. These matters do not require action following the Executive Session, so we will not be reconvening the Board after the Executive Session. I would like to read the following notice into the record of this public meeting, a notice which has been distributed:

"The meetings of the Board of Trustees of The City University of New York are open to the public, and the Board welcomes the interest of those who attend. The public has ample opportunity to communicate with the Board. Public hearings on the Board's policy calendar are scheduled one week prior to the Board's regular meetings and members of the public who wish to communicate with the Board are invited to express their views at such public hearings. Furthermore, the Board holds additional public hearings each year in all of the five boroughs at which members of the public may also speak. In addition, written communications to the Board are distributed to all Trustees.

The Board must carry out the functions assigned to it by law and therefore will not tolerate conduct by members of the public that disrupts its meetings. In the event of disruptions, including noise which interferes with Board discussion, after appropriate warning, the Chairman will ask the security staff to remove persons engaging in disruptive conduct. The University may seek disciplinary and/or criminal sanctions against persons who engage in conduct that violates the University's rules or State laws which prohibit interference with the work of public bodies."

A. VIDEOTAPING OF BOARD MEETING: **Chairman Schmidt** announced that as usual **CUNY-TV** is transmitting this afternoon's meeting of the **Board of Trustees** live on cable Channel 75, continuing to make available this community service.

Chairman Schmidt announced that I want to thank **President Ned Regan** and his colleagues at **Baruch** for hosting this meeting and providing this facility and congratulations to them for all the great work that goes on here at **Baruch College**. It is a pleasure to be here with you.

B. CONDOLENCES: **Chairman Schmidt** stated that on behalf of the Board and the entire University family, I would like to express our deepest condolences to the family of Blanche Davis Blank. She was a former alumna of **Hunter College** who passed away on Friday, December 19, 2003. Among her many accomplishments as a dedicated educator she served with great distinction as **Hunter's** acting president from 1993 until 1995.

C. TRUSTEE HONORS: **Chairman Schmidt** stated that I would like to congratulate **Trustee Randy Mastro** who was honored by the Jewish Children's Museum. **Trustee Mastro** received its Ari Halberstam Memorial Award on January 14, 2004, at the organization's fourth annual dinner at the Grand Hyatt.

D. BOROUGH HEARINGS: **Chairman Schmidt** reported that the Board held its Manhattan Borough Hearing on Tuesday, January 20, 2004, at the **Hunter College School of Social Work**, Room 1010, following the Board's Public Hearing on the January 2004 calendar. A summary of the proceedings has been circulated to all the Trustees and the Chancellor's cabinet, and a transcript of each of those hearings is available in the Office of the Secretary. Also, please note that the next **Board of Trustees'** Borough Hearing will take place in the Borough of Brooklyn at Brooklyn Borough Hall on Tuesday, February 17, 2004, following the Board's Public Hearing on the February 2004 calendar at the same location.

E. ALBANY TRIP: **Chairman Schmidt** stated that I wish to call to the attention of the Trustees that the annual Trustees' trip to Albany will take place on March 8 and March 9. On the evening of March 8 in Albany, Senator Kenneth P. Lavelle who chairs the Committee on Higher Education, has arranged for a dinner with members of the Board, the Chancellor, and members of the Senate Committee on Higher Education. This will follow our legislative reception which in recent years has enjoyed quite a big turnout of legislators and staff members. I hope as many of the Trustees as possible can be in Albany for those meetings. You will get a detailed itinerary shortly sent to you by **Secretary of the Board and Vice Chancellor Jay Hershenson**.

Trustee Hugo M. Morales stated that during the month of December **Vice Chancellor Jay Hershenson** and myself visited **Bronx Community College**, where we were pleasantly surprised by the presentation we received from **President Carolyn G. Williams**, the Provost, staff and students. It was a wonderful and informative presentation by the College. And we could see the enthusiasm, the cooperation, the leadership and teamwork that they have at the College, and for that we should congratulate **Dr. Williams**.

F. PRESIDENT'S AND FACULTY HONORS: **Chairman Schmidt** called on **Trustee Valerie Lancaster Beal**, who announced the following:

Three faculty members at the **CUNY Law School** have received prestigious academic awards: **Professor Penelope Andrews** has been offered a residency at The Rockefeller Institute's Study and Conference Center in Italy; **Professor Paula Berg** has received a Fulbright Scholarship to teach and consult at the law school of Charles University in Prague, Czech Republic; Finally, **Professor Sidney Haring** has been awarded a nine month fellowship from the National Endowment for the Humanities.

Assistant Professor of Economics and Finance **Rui Yao** from **Baruch College** won the 2003 Homer Hoyt Institute annual dissertation award from the American Real Estate and Urban Economics Association on January 4, 2004. Also, **Ms. Fiona Sussan**, a third year Ph.D. student in marketing at **Baruch College**, won the John Funk research fellowship from Northwestern University's Kellogg School of Management, with \$10,000 to support her dissertation research.

G. GRANTS: **Chairman Schmidt** presented for inclusion in the record the following list of Grants of \$100,000 or above received by the University subsequent to the December 1, 2003 Board meeting. I know the Board is grateful for all the hard work that went into the receipt of those grants.

THE CENTRAL OFFICE

- A. \$1,250,000 **WILLIAM R. KENAN, JR. CHARITABLE TRUST** for "Honors College Program."

BRONX COMMUNITY COLLEGE

- A. \$749,825 **NEW YORK CITY DEPARTMENT FOR THE AGING** to Resnick, E., Institutional Development, for "Project SOS."
- B. \$350,000 **NEW YORK STATE DEPARTMENT OF LABOR/NEW YORK CITY HUMAN RESOURCES ADMINISTRATION** to Napper, J., Institutional Development, for "Education for Gainful Employment (EDGE) XI Program."
- C. \$159,000 **NEW YORK STATE DEPARTMENT OF HEALTH** to Norwood, C., Institutional Development, for "New York State Minority Health Community Partnership."
- D. \$150,000 **NEW YORK STATE DEPARTMENT OF HEALTH** to Norwood, C., Institutional Development, for "Special Projects to Reduce Disparities in Smoking Prevalence."
- E. \$125,000 **UNITED STATES DEPARTMENT OF COMMERCE** to Strieby, R., Academic Affairs, for "NOAA Crest."

BROOKLYN COLLEGE

- A. \$229,500 **NATIONAL INSTITUTES OF HEALTH** to Delameter, A., Psychology, for "U.S. Specific and General Processes in Pavlovian Learning."
- B. \$145,143 **NEW YORK STATE EDUCATION DEPARTMENT** to Caref, A., Adult Literacy, for "New York City Adult Literacy Initiative."

CITY COLLEGE

- A. \$2,435,301 **NSF** to Williams, G., Administration, for "Cellular and Molecular Basis of Development: Research Center."
- B. \$1,500,000 **NSF** to Delale, F., Mechanical Engineering, for "Redefining Mechanical Engineering: Systemic Reform of the Mechanical Engineering Program at the City College."
- C. \$1,319,719 **NYC DEPT. OF ED.** to Posamentier, A., Education, for "NYC Teaching Fellow Program Cohort 1 & 2."
- D. \$852,332 **NYC DEPT. OF ED.** to Posamentier, A., Education, for "NYC Teaching Fellow Program Cohort 1 & 2."
- E. \$503,006 **NIH** to Weiner, M., Chemistry, for "Research Support for Biomedical Careers at CCNY."
- F. \$486,061 **US DEPT. OF ED.** to Thangaraj, E., Student Services, for "Student Support Services Program."
- G. \$477,910 **NIH** to Weinbaum, S., Mechanical Engineering, for "A National Urban Model for Minority Undergraduate Biomedical Education."
- H. \$475,027 **NIH** to Hubbard, K., Biology, for "CCNY/MSK Cancer Center Partnership."
- I. \$400,000 **NSF** to Watkins, C., Mechanical Engineering, for "CREST: Center for Mesoscopic Modeling and Simulation."
- J. \$368,000 **NSF** to Lakshman, M., Chemistry, for "Novel Avenues to Nucleoside Modification by Palladium Catalysis."
- K. \$353,000 **ARO** to Tarbell, J., Biomedical Engineering, for "Acquisition of Multifunctional Confocal Microscope."
- L. \$321,000 **NYS ED. DEPT.** to Slater, M., Medical School, for "Science and Technology Entry Program."
- M. \$302,390 **US DEPT. OF ED.** to Rogers, W., Administration, for "Upward Bound Program."
- N. \$295,343 **NIH** to Buffenstein, R., Biology, for "Mechanisms of Aging in the Long-lived Naked Mole Rat."
- O. \$284,698 **US DEPT. OF ED.** to Cintron-Nabi, D., Education, for "Teacher for Speakers of Other Languages, Development Project."
- P. \$271,250 **NIH** to Schulz, H., Chemistry, for "Metabolism of Unsaturated and Hydroxy Fatty Acids."
- Q. \$265,895 **NIH** to Gomes, H., Psychology, for "Attention in Children with Language Impairments."
- R. \$250,000 **US DEPT. OF ED.** to Cintron-Nabi, D., Education, for "The Bilingual Teacher Internship Program – A Career Ladder Initiative for Bilingual Paraprofessionals..."
- S. \$249,972 **NOAA** to Wiley, M., Civil Engineering, for "Environmental Entrepreneurship Program at the City College of New York."
- T. \$236,144 **DOE** to Acrivos, A., Levich, for "A Fundamental Study of Dispersed Multiphase Flows at Small Scales."
- U. \$235,000 **USDA** to Gunner, M., Physics, for "Quinone Dependant Electron and Proton Transfers in Bacterial Reaction Centers."
- V. \$235,000 **NYS ED. DEPT.** to Roth, M., Science, for "Collegiate Science and Technology Entry Program."
- W. \$228,355 **NIH** to Gunner, M., Physics, for "Heme Cu Oxidase: Calculated Electron and Proton Transfers."

X.	\$198,298	NSF to Hoskins, S., Biology, for "CREATE: Teaching Biology Undergraduates how to Analyze the Primary Literature and Think..."
Y.	\$171,956	NYS ED. DEPT. to Rogers, W., Administration, for "Liberty Partnership Program."
Z.	\$163,134	NSF to Akins, D., Chemistry, for "IGERT: Nanostructural Materials and Devices."
AA.	\$157,608	NASA to Barba, J., Administration, for "Advancing Minority in Science and Engineering Education."
BB.	\$151,423	NIH to Tarbell, J., Biomedical Engineering, for "Shear Stress Effects on Endothelial Transport."
CC.	\$150,000	NYS ED. DEPT. to Harford, T., ACE, for "Our Heritage, Cycle 2."
DD.	\$145,000	DOE to Makse, H., Levich, for "Nonequilibrium Thermodynamics of Densely Packed Granular Matter and Compressed Emulsions."
EE.	\$140,000	NSF to Gunner, M., Chemistry, for "Importance of Buried Charges in Protein."
FF.	\$139,982	SAMSUNG ELECTRONICS to Lee, M., Electrical Engineering, for "SAIT – CUNY Joint Laboratory."
GG.	\$134,717	NIH to Busby, A., Biology, for "The Role of Visual Stimuli in Emmetropization and Myopia."
HH.	\$133,888	NYC OFFICE OF THE MAYOR to Harford, T., ACE, for "Adult Literacy Program."
II.	\$131,184	US DEPT. OF ED. to Cowin, S., Mechanical Engineering, for "GAANN: Graduate Training in Mathematical Model of Biological Training."
JJ.	\$125,000	ARO to Gladkova, I., Computer Science, for "A New Approach to Radar Waveform Design."
KK.	\$125,000	A. DIAMOND FDT. to Slater, M., Medical School, for "Gateway to Higher Education."
LL.	\$123,177	U OF CALIFORNIA DAVIS to Weinbaum, S., Mechanical Engineering, for "A New Approach to Endothelial Cleft."
MM.	\$122,703	NSF to Basu, M., Electrical Engineering, for "Intergovernmental Personnel Act."
NN.	\$109,982	SAMSUNG ELECTRONICS to Lee, M., Electrical Engineering, for "SAIT – CUNY Joint Laboratory."
OO.	\$109,867	NSF to Steinberg, R., Physics, for "Physics Education Research-based Reform at a Multicultural Institution."
PP.	\$106,536	NYS OCFS to Anthony-Tobias, S., Administration, for "City College Child Development Center (CCCDC)."
QQ.	\$100,000	ONR to Gayen, S., Physics, for "Time Resolved Optical Polarization Imaging for Underwater Target Detection."
RR.	\$100,000	NSF to Gosser, D., Chemistry, for "PLTL National Dissemination: Building A National Network."
SS.	\$100,000	ONR to Wolberg, G., Computer Science, for "Log-Polar Transforms for Optical Image Processing and Target Recognition."

THE GRADUATE SCHOOL AND UNIVERSITY CENTER

A.	\$816,535	NATIONAL SCIENCE FOUNDATION (NSF) to Delson, E., for "IGERT: Integrative Graduate Research and Training in Evolutionary Primatology: Reinvigoration and Reorientation of NYCEP (New York Consortium in Evolutionary Primatology)."
B.	\$281,697	NATIONAL INSTITUTES OF HEALTH (NIH) to Schwartz, B. and Smith, G., for "Bridges to Doctorate."

- C. \$200,000 **THE LITERACY TRUST** to Flugman, B., for "Evaluation of the Reading Rescue Program."
- D. \$100,000 **NATIONAL SCIENCE FOUNDATION (NSF)** to DiBello, L., for "Meeting the Performance Challenge of Low Wage Workers Who Need to Perform at a High Wage Standard; Engineering Aggressive Learning Interventions into Work."

HUNTER COLLEGE

- A. \$1,531,089 **PHS/NIH/NATIONAL INSTITUTE OF NEUROLOGICAL DISORDER & STROKE** to Filbin, M. and Angulo, J., Biological Sciences, and Quinones-Jenab, V., Psychology, for "Specialized Neurosciences Research Program."
- B. \$941,406 **PHS/NIH/NATIONAL INSTITUTE ON ALCOHOL ABUSE & ALCOHOLISM** to Parsons, J., Psychology, for "Adherence Intervention for HIV+ Alcohol Users."
- C. \$719,950 **NYS OFFICE OF CHILDREN & FAMILY SERVICES** to Mallon, G., School of Social Work, for "Independent Living Network."
- D. \$591,824 **NYC DEPARTMENT OF MENTAL HEALTH** to Salmon, R. and Graziano, R., School of Social Work, for "An Education Program for Minority Social Workers."
- E. \$577,010 **PHS/NIH/NATIONAL INSTITUTE ON DRUG ABUSE** to Barr, G. and Quinones-Jenab, V., Psychology, for "Minority Institution Drug Abuse Research Program."
- F. \$401,958 **NYS DEPARTMENT OF HEALTH** to Kotelchuck, D., Center for Occupational & Environmental Health, for "Health Workforce Retraining Initiative."
- G. \$400,000 **NATIONAL SCIENCE FOUNDATION** to Peluso, A. and Thompson, R. D., Mathematics & Statistics, and Teller, V., Computer Science, for "Scholarships in Computer Science and Mathematics."
- H. \$332,603 **PHS/NIH/NATIONAL INSTITUTE OF GENERAL MEDICAL SCIENCES (NIGMS)** to Franck, R., Biological Sciences, for "C-Glycosides via the Ramberg-Backlund Reaction."
- I. \$327,866 **PHS/NIH/NATIONAL INSTITUTE OF GENERAL MEDICAL SCIENCES (NIGMS)** to Mootoo, D., Chemistry, for "Synthesis of Glycomimetics and Related Structures."
- J. \$320,625 **PHS/NIH/NATIONAL INSTITUTE OF NEUROLOGICAL DISORDER & STROKE (NINDS)** to Filbin, M., Biological Sciences, for "Role of Myelin in Spinal Cord Regeneration."
- K. \$300,000 **PHS/NIH/NATIONAL INSTITUTE OF NEUROLOGICAL DISORDER AND STROKE** to Zeigler, H. P., Psychology, for "Whisking Development of an 'Active Touch' System."
- L. \$271,545 **NYC MENTAL HEALTH, MENTAL RETARDATION & ALCOHOLISM SERVICES** to Bromberg, E., School of Social Work, for "Training in Intensive Case Management."
- M. \$247,372 **PHS/ADAMHA/NATIONAL INSTITUTE OF MENTAL HEALTH** to Quinones-Jenab, V., Psychology, for "Career Opportunities in Research (CORE)."
- N. \$242,346 **NYC DEPARTMENT OF EDUCATION/U.S. EDUCATION DEPARTMENT** to Patti, J. and Knoll, M., Curriculum & Teaching, for "School Leadership Program."
- O. \$212,670 **NYC DEPARTMENT OF HEALTH & MENTAL HYGIENE** to Wheeler, D., School of Social Work, for "HIV/AIDS Epidemiology Research in Black/African American Men Who Have Sex with Men."
- P. \$190,000 **U.S. DEPARTMENT OF ENERGY** to Greenbaum, S. and Denboer, M., Physics & Astronomy, for "Magnetic Resonance & X-ray Absorption Studies of Materials for Advanced Batteries."
- Q. \$183,555 **NEW YORK COMMUNITY TRUST** to Rendon, D., Nursing, for "Hunter-Bellevue Nursing Fund."

- R. \$156,000 **U.S. DEPARTMENT OF ENERGY** to Matsui, H., Chemistry, for "Protein Nanotube-Based Electronics: Nano Hybrid Self Assembly Using Biological Recognition."
- S. \$135,000 **NATIONAL SCIENCE FOUNDATION** to Goss, D., Chemistry, for "Characterizations of the Interaction of Eukaryotic Initiation Factors."
- T. \$126,924 **NATIONAL SECURITY AGENCY** to Cohen, L., Physics & Astronomy, for "Time-Frequency/Scale Signal Analysis."
- U. \$122,472 **PHS/NIH/NIDA** to Barr, G., Psychology, for "Neurobehavioral Studies of Opiate Drugs in Development."
- V. \$119,814 **U.S. EDUCATION DEPARTMENT** to Chao, D., Classical & Oriental Studies, for "Web-Based Chinese Literacy Development Project."

JOHN JAY COLLEGE OF CRIMINAL JUSTICE

- A. \$247,126 **U.S. DEPARTMENT OF JUSTICE (BJA)** to Kenney, D., Law and Police Science, for "Cultural Awareness and Diversity Training: Establishing a Model Curriculum and Practices for Law Enforcement."

HERBERT H. LEHMAN COLLEGE

- A. \$490,653 **NEW YORK STATE EDUCATION DEPARTMENT** to Martinez, H., for "Bilingual Education Technical Assistance Center."
- B. \$432,603 **NEW YORK CITY HUMAN RESOURCES ADMINISTRATION** to Paull, M., for "Professional Training Academy."
- C. \$294,372 **NEW YORK CITY DEPARTMENT OF EDUCATION** to Digby, A., for "Teaching Fellows."
- D. \$287,698 **NEW YORK STATE EDUCATION DEPARTMENT** to Wolfe, M., for "Workforce Investment Act."
- E. \$250,000 **U.S. DEPARTMENT OF EDUCATION** to Martinez, H., for "Secondary Teachers for English Language Learners Achievement and Retention."
- F. \$250,000 **U.S. DEPARTMENT OF EDUCATION** to Martinez, H., for "Innovative Teaching of English Language Learners."
- G. \$249,999 **U.S. DEPARTMENT OF EDUCATION** to Rothstein, A., for "Bilingual Education – Professional Development. Lehman Urban Teacher Education."
- H. \$134,001 **NEW YORK STATE EDUCATION DEPARTMENT** to Wolfe, M., for "Lehman College Adult Learning Center."
- I. \$119,348 **RESEARCH FOUNDATION/SUNY** to Paull, M., for "RF SUNY Veterans' Business Outreach Program."

MEDGAR EVERS COLLEGE

- A. \$400,000 **NEW YORK CITY DEPARTMENT OF YOUTH AND COMMUNITY DEVELOPMENT** to Lake, A., Office of Youth Development, for "Flatbush Beacon Program."
- B. \$400,000 **NEW YORK CITY DEPARTMENT OF YOUTH AND COMMUNITY DEVELOPMENT** to Lake, A., Office of Youth Development, for "Progressive Youth Empowerment Beacon Program."
- C. \$400,000 **NEW YORK CITY DEPARTMENT OF YOUTH AND COMMUNITY DEVELOPMENT** to Lake, A., Office of Youth Development, for "Crown Heights Beacon Program."

NEW YORK CITY COLLEGE OF TECHNOLOGY

- A. \$390,965 **NYS DEPARTMENT OF EDUCATION** to Maldonado, E., for “Math, Writing and Critical Thinking Enhancement through Supplementary Instruction and Faculty Development.”
- B. \$131,927 **US DEPARTMENT OF EDUCATION** to Hudesman, J., for “Comprehensive Cognitive Skills.”

THE COLLEGE OF STATEN ISLAND

- A. \$386,624 **US DEPARTMENT OF EDUCATION** to Ciaccio, L. and Sanders, J., for “Transition to Teaching Program – Local.”
- B. \$200,304 **NYS DEPARTMENT OF EDUCATION** to Ciaccio, L. and Sanders, J., for “Teacher Leader Quality Partnerships (TLQP).”
- C. \$188,014 **NYS DEPARTMENT OF EDUCATION** to Kijne, H., for “Workforce Investment Act.”
- D. \$150,522 **NYC DEPARTMENT OF MENTAL HEALTH** to Kijne, H., for “Creative Exchange.”
- E. \$143,400 **ELLISON MEDICAL FOUNDATION** to Davis, R., University of Pennsylvania and Tulane University, for “Development of Molecular Genetics Tools for Parasitic Helminths.”
- F. \$127,410 **US DEPARTMENT OF EDUCATION** to Ciaccio, L. and Sanders, J., for “FIPSE: The College Skills Institute, The 13th Year.”
- G. \$124,877 **NYC DEPARTMENT OF YOUTH AND COMMUNITY DEVELOPMENT** to Kijne, H., for “Adult Literacy Initiative.”

H. ORAL REPORT OF THE CHANCELLOR: Chancellor Goldstein presented the following report:

I join the Chairman in welcoming everybody back to a second semester. We certainly started this academic year in a much stronger position than when I addressed you last year and welcomed you back at that time. I will have more to say about that in just a moment.

I would like to acknowledge the excellent reception and coverage that **Chairman Schmidt's** December 16th speech received at the Harvard Club. His topic was “CUNY - The Pride of the City” and it has gotten wonderful attention. Congratulations to you, **Chairman Schmidt**, on a very bold and very fine speech.

I attended both the State of the State address that Governor Pataki gave on January 7th in Albany, and Mayor Bloomberg's speech when he gave his State of the City address. In both cases **CUNY** was mentioned prominently, reflecting the excellent work of this Board, our presidents, students, faculty and the entire University community. So, we have really created a buzz both in Albany and in City Hall and I think that is all to your great credit.

The State Executive Budget and the City Financial Plan for 2004-2005 were released earlier this month. All Trustees and presidents received a preliminary analysis prepared by our Offices of Budget & Finance and Facilities, Planning, Construction & Management. I will have some brief highlights about that and I will call on **Vice Chancellor Ernesto Malave** to fill in some of the blanks.

We need to keep in mind during this session when the legislature convenes and deliberates upon the Executive's recommendation, that this University's primary goal in receiving dollars is our continuing replacement and replenishment of the excellent faculty that we have been able to hire over the years on our campuses, and our goals that are articulated in the current Master Plan and that now are bleeding over to the new Master Plan which is under development.

Let me make some general comments about our budgetary outlook that I will elaborate in greater detail during my testimony on Thursday, February 5th in Albany, before the Senate Finance and Assembly Ways & Means Committees.

I would like to underscore that in recent history this is probably the strongest starting position that the University has found itself facing. While we certainly did not get nearly the things that we wanted in this budget, there are no indications at all that this Board would need to consider any change in our tuition schedule. It is not recommended in the Governor's budget and I don't at all believe that that will be something any of us would have to address and I am delighted. I see **Trustee Agnes Abraham** with a big smile on her face, and I guess we all feel the same way. So, congratulations to all who helped make this happen.

Mr. Chairman, I would say that we took a very different approach this year, as I have indicated to the Board, in working very diligently in trying to shape the Governor's budget with respect to recommendations for the University. **The Chairman** has worked hard in this regard, I have worked hard, presidents, faculty, so many of us, students have spoken articulately, passionately and forcibly about the needs that this University has, and I think that really had an effect on what the Governor is recommending. And, remember, this is the opening salvo where we start from and from where the Legislature will start deliberating.

Let me just mention a couple of things that I perceive our challenge in this budget will be, and I will start on the operating side. The Governor recommends a budget of \$1.2 billion, an increase of about \$36.5 million over the adopted budget of 2003-2004. The increase in funding reflects an increase in State aid of a little over \$28 million. That's a little less than 5% and an increase in tuition revenue from enrollment growth of about \$8 million or 1.4%. As I said, the Executive does not recommend a tuition increase at all.

Let me tell you what I see the challenge is in this budget. The \$36.5 million, which I just mentioned in net funding includes the financing of over \$45 million in mandatory cost increases about the current year's adjusted base and net debt service payments. Increases include a little over \$33 million for fringe benefits, a little over \$8 million in energy and \$1.9 million for debt service on equipment purchases. These increases are offset by about \$9.1 million in reductions from the adjusted base budget. Reductions include about \$5.6 million in college based budgets and \$1.2 million in SEEK. Obviously these are just the beginning of our strong efforts to work with the legislature to see that they are restored.

If I could just cut to the basic challenge that we face, the Executive budget is, as I said, a stronger position for us to start with than we have seen in recent memory, but the recommendations are insufficient to cover all of CUNY's projected ongoing and continuing costs. Mandatory increases in our budget message were \$53 million. Plus the new debt service that we have of \$1.9 million and this is all being offset by the \$36.5 million that the Executive has proposed. When you net that out we are left with a little over \$18 million. That is our challenge this year. We have to generate about \$18.6 million in revenue that is not proposed in the Executive budget now.

How are we going to do this? We are going to do it by working diligently with all of the presidents to ensure that our enrollment management strategies and our outreach strategies will yield the kind of enrollment growth targeted at some of our campuses to ensure that we are sailing into safe harbor here. I have absolutely no reason to believe that we won't be able to do it. That is our challenge. In the operating budget all other things remain equal, and I am not talking about investment now in the University, just to deal with the revenue shortfall, we are going to have to generate an additional \$18 million from enrollment growth. I think we will be able to do it.

On the City side, the Executive budget recommends State recommendations of about \$145 million, a net increase of \$6 million or about 4.3% from 2003-2004. In this budget, when you take out the increases and so forth, the decrease that we are facing of about \$7 million is related to a \$115 reduction per FTE funding rate from \$2,300 which exists right now to \$2,185. **Ernesto** will go into this briefly in just a moment. So, this is just a snapshot of where we stand and, again, I think we stand at a relatively strong position relative to where we were before.

Let me move on very briefly to the capital budget. If this Board remembers, we recommended to the Board a capital budget of \$1.88 billion. In the Executive budget, we have been presented with a recommendation of a little over \$1.2 billion. In that budget I think the weakest part of the capital budget for us is the recurring problem that we have in supporting our capital needs on our community colleges. Briefly stated from 1998 through 2003, the Executive budget recommended, and then approved by the legislature, about \$64 million in new appropriation authority, contingent that the City of New York meet its one to one match. During that period of time, **Mr. Chairman**, there were no dollars provided by the City of New York.

In last year's budget of about \$976 million that the Governor proposed, which the legislature never acted upon, there was \$50 million in addition for the community colleges. And by virtue of the legislature not acting upon that, we didn't get that money either. We have to ensure that our community colleges start seeing a flow of dollars to support their legitimate capital needs. If you go around some of these campuses you lament for the quality of life that our students, our faculty and staff endure and we really have to change this, and that is going to be a very prominent part of our legislative agenda, to try to get more capital money.

If the City is able to meet its match this time, then the actual capital appropriation that we will have to spend rises to about \$1.4 billion, which is getting fairly close to the appropriation recommended by this Board to the Governor for his consideration. There is a new wrinkle this year in the capital budget that the Governor proposed. There is \$350 million in a competitive pool of dollars available to three sectors. Well, actually, two sectors, the independent sector and the public sector. SUNY and **CUNY** will participate in a game, if you will, of positioning themselves to get this money based upon requisite matches that the Governor is proposing. Of the \$350 million made available over five years, there is a requirement that for every three dollars that **CUNY** is able to generate, or SUNY is able to generate, or the private universities are able to generate, the state will match that with \$1. That would bring us up to the \$350 million.

Now, clearly, this is going to benefit the private sector much more than the public sector, because in this state there has never been much of a tradition of generating endowment money for brick and mortar. That is not the case if you look at private universities around the United States. We have just not had a tradition in this state of doing that, so that we start with a deficiency. But, **Mr. Chairman**, I believe if we really think creatively here and we think about the liquid assets that we have at some of our foundations that are associated with our colleges, and some of the hard assets that we have in brick and mortar and other assets as well, we could probably come up with a model for us to participate in this pool of dollars which I think would benefit us greatly.

I have had some conversations with **Chairman Schmidt, Trustee Lhota, and Trustee Shaw**, and I look forward to engaging in conversations with others of you on the Board. I have initiated a discussion with some of our presidents. I think this is doable. I don't know about how far we can push the process but there is absolutely no reason why we should not be able to think about the kinds of assets that we have available to us to leverage those dollars and perhaps get into the debt markets to do the kinds of financing that the private institutions would traditionally do as they put up some capital matched against some debt that they generate and now have some monies available from the state.

So, while I would like to see the process as somewhat different than it actually occurred, and we spoke rather strongly opposing this only because we wanted to ensure that **CUNY** got its minimal critical mass of dollars through the regular appropriation process, I think that we need to be a player and I think that we can be successful.

Let me just mention a few other things before I ask **Vice Chancellor Ernesto Malave** to comment a little further on the operating budget. I would just say parenthetically on the capital budget of what I hope will turn out to be a minimal amount of \$1.45 billion to be spent over five years, that we have made a major move in shoring up our science facilities across this University. There are going to be new facilities built on the **City College** campus, lots of dollars for **Hunter College, Lehman College, Queens College**, and others that will be participating in this long overdue and great tribute to all of us who have worked hard to get the message across.

There will be a **CUNY** Legislative Action Council (CLAC) meeting on Wednesday, January 28th, to organize the University's response to the State budget and the City financial plan. This will be a long session. There is the issue that we all understand that the New York State Court of Appeals has heard about the way in which localities are funded for K through 12, and that still has not been resolved and I still believe that it is going to slow things down and get heated up fairly quickly. There are still some major challenges in Medicaid financing at the State, transportation and other issues that have to be addressed.

Chancellor Bob King and I have had several conversations before and after the recommendations of the Governor, and the degree to which the two systems can work on a set of common themes for restoration I think will be helpful and we plan on doing that.

I would like to congratulate a number of our presidents, **Mr. Chairman**, if I can just take a moment, on things that have happened in their professional lives that we can all be very proud of. We are so delighted for that wonderful *New York Times* article about **Medgar Evers College** and the very innovative work that **President Edison O. Jackson** has done with working with African American male students. A very serious problem in these United States, **Edison**, and you were really on the vanguard of very significant efforts and we congratulate you. I have gotten so many calls, and I am sure Trustees and others have as well, about that very fine piece and we congratulate you for that good work.

This one I am going to be a little fragile with because it is going to test my Spanish and I have a real ringer sitting next to me, who I think I am going to be giving a kick to in a minute, but let me try. I am going to congratulate **President Dolores Fernandez**, who has been appointed to the Education Advisory Committee of the National Aeronautics and Space Administration for a term lasting until 2006. **President Fernandez** will also receive the 2004 *Orgullo de la Comunidad* Award in April 2004 from the Coalition of Hispanic Family Services for exemplary service and dedication to the Hispanic community. Congratulations.

We commend **President Carolyn Williams** on being elected to the Board of Directors of the American Association of Colleges & Universities. Congratulations to you.

Congratulations to **President Gregory Williams**, who will receive the 4th annual Governor's Tribute to African American Leaders in the State Service award on February 3rd. The award will be presented during the New York State Annual African American History Month kickoff celebration in Albany. Congratulations to you.

And, lastly, congratulations to **President Frances Degen Horowitz** as she has been invited to serve on a subcommittee of an advisory committee to the Director of the National Institutes on Health on the impact of behavioral and social science research programs. Congratulations to you.

Mr. Chairman and members of the Board, I would like to call your attention to a rich source of online information about this University, developed by our Office of Institutional Research and Assessment. A variety of enrollment data are reported now in two places on our CUNY website. You can find the first under the heading "About CUNY." A second set of reports is available on the "Faculty & Staff" page under the heading, Office of Institutional Research. By next week, these sites will contain updated information for Fall 2003, reflecting the final numbers of **Kingsborough** and **LaGuardia**.

The **CUNY** Honors College continues to generate significant financial support and we are just delighted by the largess and commitments that so many people and institutions are making for that very fine institution.

For the first time **CUNY** and ASPIRA are cosponsoring a City youth conference on Saturday, January 31st at LaGuardia High School for Music and Art and the Performing Arts in upper Manhattan.

And, finally, in your materials is an advance copy of *CUNY Matters Online*, a special message I am sending out about the hiring of 400 faculty members this year alone. Thank you, **Mr. Chairman** and that concludes my report.

Vice Chancellor Ernesto Malave stated that the Chancellor went through a good piece of the summary, so I won't go through the whole thing all over again, but in your packet you have a PowerPoint presentation on the City Financial Plan and the Executive Budget. Let me just direct you to page 5 and we will begin the presentation there, to again reinforce the existing gap between the University's budget request and the current condition in the Executive Budget, standing at \$18.6 million.

On the next page the Chancellor referred to the absence of any investment in the University, even if you take into account those figures, and those on page 6, and these are just three particular items from the University's budget request, and this budget does not provide for any funds for new full-time faculty. We were seeing a sort of equivalent investment program at the senior colleges like we are currently enjoying at the community colleges and that is the reason for the \$18.6 million in requests. Academic support services and student support services were also major priorities, particularly in the area of services for disabled students.

We made a very big point of acknowledging the tremendous needs we have on our campus to upgrade our infrastructure, our facilities. We have enormous administrative technology needs and very significant health and safety considerations, that while they may not fit the standard definition of a mandatory need, are items that we must go forward with because we have EPA requirements that we do so. We are entering into leases with **John Jay College** and **New York City College of Technology** perhaps and these matters need to be financed. So, on top of the \$18.5 million there are also a couple of sets of other things that are not, such as some full-time faculty hires or central program requirements that we are going to have to consider.

On the community college highlights on the next page, the Chancellor referred to the net increase of \$6 million in the budget that is an increase which is taking place notwithstanding the reduction of \$115 per FTE and the reason for that is the \$10.5 million that we are enjoying in support to capture the aid at \$2,300 per FTE for the community colleges. In addition to that, the specific allocation of \$2.8 million to meet the state's share of the **Borough of Manhattan Community College** new building rentals as we await the rebuilding of Fiterman Hall was a very significant priority for the University and we appreciate state support for that.

So, we have a deficiency of \$7 million. To the extent that we have any relief from the legislature on the base aid restoration, we stand in a position to gain an additional \$10.5 million for the community colleges next year on top of the investment program that we are currently involved in. On page 8, you effectively see the representation of those numbers between the new amounts and the base amount as well as the percent change.

And that's essentially the story on the operating budget at the senior colleges. For the community colleges, as you know, they are financed by both the City and the State, and the City of New York issued its preliminary budget and financial plan earlier this month and it is in two sections, modifications to the existing current year of 2004 and recommendations, preliminary recommendations, for 2005. I remind everyone that the Executive Budget for the City of New York is not actually offered until late April or early May, so these are preliminary numbers.

But in the first instance we are looking at a net reduction of \$3.5 million in the current year and that's consisting of two parts of a \$5.4 million reduction that is being proposed for the community colleges as a part of PEG program offset by nearly \$2 million in increases to fund the ongoing pension requirements of the community college faculty and staff. In addition, there is an increase of \$400,000, a little over \$400,000, for collective bargaining needs at the Hunter campus schools.

In the same financial plan for 2005, and I emphasize again it is a preliminary budget, there is a net increase of \$1.3 million being recommended that is a combination of pluses and minuses. On the minus side there is a \$4.5 million reduction that is recommended as a result of the implementation of the safety net program which is a financial aid add-on that the City Council provided at the end of budget negotiations last year. An additional \$1.9 million in budget reductions, also to eliminate some Council funded items as well as a PEG of \$1.1 million. Those are on the negative side.

On the not insignificantly positive side, there is nearly \$5 million; an increase to cover the mandatory costs for health care and pensions and the City's share of the **Borough of Manhattan Community College** new building needs, because that new building rental at **Borough of Manhattan Community College** is over \$5.5 million and that's on the community college side.

The City also funds a number of programs that are largely for the benefit of the senior colleges, the biggest being the Vallone Scholarship Program, that is again slated for elimination in 2005 and a minor reduction of \$124,000 scheduled for the Hunter campus schools. That's on the budget side.

I want to flip back to the State Executive Budget to talk about the other non-operating budget story, but a not insignificant matter. The Executive is recommending yet again, like last year, the restructuring of the tuition assistance program. This is an effort to save over \$200 million in the budget and effectively what the Governor is recommending is that the student be awarded two-thirds of the award up front and one-third be held back as a performance award to be provided to the student upon graduation and in the interim the state will facilitate the ability of the students to borrow the remaining one third. This is an item that was contained in the Governor's Executive Budget last year and it met with resistance in the legislature. It is now back again, but it is not a small item, it is a very significant item for our students and we are going to be, as the **Chancellor** alluded to, traveling to Albany with the Trustees to seek restorations.

Senior Vice Chancellor Allan H. Dobrin stated that when the **Chancellor** spoke about our senior college budget of \$1.115 billion that compares to a budget of \$981 million during the last Executive session, one that was not approved by the legislature. The big story of what we are getting, I think, is the science facilities that the Chancellor mentioned, and just to give you a sense of how large that is, the University will be getting \$406 million for new science facilities. That includes \$176 million for our new Center for Bio-Sensing, which will be on the campus of **City College** and upgrades of \$30 million at **Queens College** in the first phases, of science projects at **City College** for \$60 million, **Hunter College** for \$80 million and **Lehman College** for \$60 million.

And while this was a better capital budget than we had last time, which we are all pleased with, I think there are a number of items that we are still going to have to really work on with the legislature. Foremost, as the **Chancellor** said, to understand what \$50 million means to the community colleges, last time the last five-year plan gave us \$100 million and we know the difficult conditions of our community colleges. So, \$50 million will just be impossible, even if we were to get the City match.

We did get additional funds for technology. We had received forty before, requested eighty, but we only got the forty. We are going to need additional money for a Performing Arts Center at **Hunter College**. And we need additional money for a project at **New York City College of Technology** for their academic building. So, those are four of the things we are really going to have to fight for as we go into the legislative session.

Upon motions duly made, seconded and carried, the following resolutions were adopted: (Calendar Nos. 1 through 7)

NO. 1. UNIVERSITY REPORT: RESOLVED, That the University Report for January 26, 2004 (including Addendum and Errata Items) be approved:

NO. 2. CHANCELLOR'S REPORT: RESOLVED, That the Chancellor's Report for January 26, 2004 (including Addendum and Errata Items) be approved:

NO. 3. APPROVAL OF MINUTES: RESOLVED, That the minutes of the regular Board meeting of December 1, 2003 be approved.

NO. 4. COMMITTEE ON ACADEMIC POLICY, PROGRAM, AND RESEARCH: RESOLVED, That the following item be approved:

Trustee **Nilda Soto Ruiz** stated that a quorum was not present at the Committee meeting on January 5th. However, the Committee members present supported this proposal, and I as Chair determined that it was important not to delay Board action, so I present the following:

A. BROOKLYN COLLEGE – CENTER FOR AUDITORY RESEARCH:

RESOLVED, That the Center for Auditory Research be established at Brooklyn College in accordance with the Policy Guidelines on Research Centers and Institutes set forth by the Board of Trustees in February 1995.

EXPLANATION: The primary goal of the proposed Center for Auditory Research is to create an organizational structure to support and enhance scholarly and clinical research in the field of audiology. The primary research focus of the scholars who will be affiliated with the Center lies in the area of brain plasticity, which seeks to explain how the human brain is able to create new neural pathways in response to adult-onset auditory deprivation. The Center will facilitate a wider agenda that will include research and treatment of other auditory conditions in both adult and non-adult populations.

The proposed Center will be staffed by a director, senior researcher, staff physician, and an audiologist. It will also provide research internship opportunities for six to eight graduate students annually. All personnel will be paid by funding from the NIH and other outside grants. A group of distinguished scholars--both within the University and outside--in the fields of audiology and medicine will serve as the Center's Advisory Board.

The Center's activities will be conducted in accordance with standard University policies and procedures, including but not limited to those regarding contracts, grants, custody and reimbursement of funds.

Trustee **Nilda Soto Ruiz** stated that **Executive Vice Chancellor Mirrer** presented an information item at the Committee's January meeting on admissions criteria at the senior colleges. These are set annually in accordance with discussions on individual campuses and with the central administration in an effort to ensure that the qualities necessary for academic success are respected and maintained. Also, **President Fred Beaufait** reported on new admissions criteria at **New York City College of Technology** that have recently been developed and improved by the college's faculty. It is expected that these new criteria will improve enrollment management and ensure student success and best use of institutional resources at the **New York City College of Technology**.

NO. 5. COMMITTEE ON FACULTY, STAFF, AND ADMINISTRATION: RESOLVED, That the following items be approved:

Committee Chair Valerie Lancaster Beal stated that although we did not have a quorum at our January 5, 2004 meeting, the members present supported the following items. Further, following the meeting the Committee members not presented were polled by the Office of the Secretary and a majority of Committee members support the presentation of these items for the Board's approval. **Mr. Chair**, I will present Items 5.A. and 5.B. together.

A. QUEENS COLLEGE – NAMING OF THE B BUILDING TO THE VIRGINIA FRESE HALL:

RESOLVED, That the Board of Trustees of The City University of New York approve the naming of the B Building at Queens College the "Virginia Frese Hall."

EXPLANATION: Virginia Frese Palmer, a Queens College alumna, Class of 1942, and Board member of the Queens College Foundation, donated \$1,000,000 to the Foundation in 2001 to establish the Virginia Frese Palmer Endowment. This Endowment supports the Queens College Speech, Language and Hearing Center and the Queens College Women's Studies Program in a variety of important endeavors. In addition, Mrs. Palmer donated \$50,000 to the College for student scholarships and related support. During the year 2003, Virginia Frese Palmer donated an

additional \$500,000 to the Queens College Foundation to maintain and enhance Queens College's commitment to academic excellence and opportunity.

Mrs. Palmer has provided for a gift to the Queens College Foundation in excess of \$2,000,000 to support the educational mission and programs of the College in her Charitable Remainder Unitrust. She has pledged that she will maintain the principal of said Unitrust at a level sufficient to guarantee that Queens College will receive a gift of at least \$2,000,000 when the Unitrust is terminated upon her death.

In recognition of the extraordinary generosity of Virginia Frese Palmer, Queens College is delighted to recommend the naming of the B Building at Queens College as the "Virginia Frese Hall."

The President of the College strongly supports this Resolution.

B. BYLAW AMENDMENT: Notice is served of proposed amendments to the Board Bylaws to include Law School Faculty Titles:

RESOLVED, That notice is provided of proposed amendments to the Bylaws to incorporate the Law School faculty titles in the Board Bylaws under Articles VI and XI. The following Law School titles are proposed to be included in the Board Bylaws: Law School Instructor, Law School Assistant Professor, Law School Associate Professor, Law School Professor, Law School Library Assistant Professor, Law School Library Associate Professor, Law School Library Professor, Law School Adjunct Instructor, Law School Adjunct Assistant Professor, Law School Adjunct Associate Professor, Law School Adjunct Professor.

EXPLANATION: The Law School faculty titles are presently incorporated in the Addendum to the Law School Governance Plan. Since amendments to the Law School Governance Plan are expected to be presented to the Board for approval at the next Board meeting, this is an opportune time to include those faculty titles in the Board Bylaws and delete them from the Governance Plan. The Medical School faculty titles have long been included in the Board Bylaws.

NO. 6. COMMITTEE ON FACILITIES, PLANNING, AND MANAGEMENT: RESOLVED, That the following items be approved:

Committee Vice Chair Jeffrey Wiesenfeld stated that the members of the Committee considered two items at the meeting although a quorum was not present. We determined that it is important for Board action not to be delayed and the majority of the members of the Committee support these resolutions.

A. QUEENS COLLEGE – ENERGY PERFORMANCE CONTRACT – KIELY HALL CHILLER REPLACEMENT PROJECT:

RESOLVED, That the Board of Trustees of The City University of New York accept the design of the Kiely Hall Chiller Replacement Project at Queens College, as prepared by DMJM + Harris, with a construction budget of \$1.92 million. The Board approved the selection of the design/build engineering firm of DMJM + Harris by resolution dated January 28, 2002, Cal. No. 7.A.; and be it further

RESOLVED, That the City University Construction Fund is requested to authorize the Dormitory Authority of the State of New York to authorize the firm of DMJM + Harris to complete the contract documents, to bid and award contracts, and to supervise the construction of this project.

EXPLANATION: DMJM + Harris, as design/build contractor, will replace the chiller and cooling towers in Kiely Hall at Queens College. The equipment has reached the end of its useful life and will be replaced with state-of-the-art efficiency equipment. Major piping and controls systems will be replaced and upgraded to provide the most efficient operating environment for the new equipment.

B. BROOKLYN COLLEGE – AMENDMENT TO REHABILITATION OF THE WHITMAN AND GERSHWIN THEATERS:

RESOLVED, That the Board of Trustees of The City University of New York amend the resolution adopted at the meeting of June 26, 2000, Cal. No. 6.A., for the rehabilitation of the Whitman and Gershwin Theaters, Phase II at Brooklyn College, to authorize an increase in the estimated cost from \$2,800,000.00 to a new cost of \$3,618,000.00 chargeable to the City Capital Budget, Project No. BY066-798.

EXPLANATION: Brooklyn College will award this construction contract to the actual lowest responsive and responsible bidder. Brooklyn Borough President Marty Markowitz provided additional funds to enable this award.

NO. 7. COMMITTEE ON STUDENT AFFAIRS AND SPECIAL PROGRAMS: RESOLVED, That the following items be approved:

Committee Chair Kenneth Cook stated that although a quorum was not present at the January 6, 2004 Committee meeting, those members present recommended bringing these action items to the full Board for a vote.

A. YORK COLLEGE – AMENDED AUXILIARY ENTERPRISE BOARD BYLAWS:

RESOLVED, That the Board of Trustees of The City University of New York approve the amended Bylaws of York College Auxiliary Enterprise Corporation.

NOTE: See Appendix A

EXPLANATION: The CUNY Board of Trustees approved the original Bylaws of the York College Auxiliary Enterprise Corporation on May 29, 1984. No changes have been made to the Bylaws since that time. As part of a general review of the Auxiliary's operations, the Bylaws previously approved by the CUNY Board of Trustees have been reviewed and revised by the Auxiliary to better meet its needs. In accordance with Board Bylaw Section 16.10, the amended Bylaws of the Auxiliary Enterprise Board have been approved by the York College President and reviewed by the University Office of General Counsel. The governing board of the Auxiliary Enterprise Board consisting of eleven members will be composed of the York College President or his/her designee as chair, five students, three administrators and two faculty members. The Budget and Contract committee consisting of five members will be composed of two administrators, two students and one faculty member.

In addition to technical revisions, the changes are as follows: (a) the number of faculty representatives on the board will be increased from one to two, and the number of administrator representatives (not including the College President) will be decreased from four to three; (b) College Vice President for Administration and Finance will be an *ex officio* voting member of the board; (c) the term of office for directors is specified (two years for administrators and faculty members and one year for students); (d) the Treasurer will be the College Vice President for Administration and Finance, rather than the College Business Manager; and (e) the Budget and Contract committee will be composed of representatives from each of the administrator, faculty and student categories, rather than the previous composition which did not guarantee representation by all categories.

B. NEW YORK CITY COLLEGE OF TECHNOLOGY – CHANGE OF NAME BY AUXILIARY ENTERPRISE BOARD, COLLEGE ASSOCIATION, FOUNDATION AND ALUMNI ASSOCIATION:

RESOLVED, That the Board of Trustees of The City University of New York consents to the change of name by the Auxiliary Enterprise Board, College Association, Foundation and Alumni Association of New York City College of Technology. The new names will be as follows: Auxiliary Enterprise Board of New York City College of Technology, Inc., College Association of New York City College of Technology, Inc., New York City College of Technology Foundation, Inc. and New York City College of Technology Alumni Association. The Board further approves the amendment of the certificates of incorporation and Bylaws of the Auxiliary Enterprise Board, College Association, Foundation and Alumni Association to incorporate the new names.

NOTE: See Appendices B and C

EXPLANATION: The Board recently changed the College's name from New York City Technical College to New York City College of Technology. This resolution authorizes the College's four related incorporated entities to change their names so they are consistent with the College's new name. The amendments to the certificates of incorporation and Bylaws will be reviewed by the Office of General Counsel.

Trustee Agnes Abraham stated that I am gratified that there are at least five students on that committee and three administrators and two faculty members. I am so thrilled about that and I look forward to that composition being across the Board on our technology fee committees University-wide. Thank you.

Upon motions duly made, seconded and carried, the meeting was adjourned at 5:26 P.M.

SECRETARY AND VICE CHANCELLOR JAY HERSHENSON

(This is a detailed summary of the Board of Trustees' meeting. The tapes of the meeting are available in the Office of the Secretary of the Board for a period of three years.)

MINUTES OF THE EXECUTIVE SESSION OF THE BOARD OF
TRUSTEES OF THE CITY UNIVERSITY OF NEW YORK

HELD

JANUARY 26, 2004

AT BARUCH COLLEGE VERTICAL CAMPUS
55 LEXINGTON AVENUE – BOROUGH OF MANHATTAN

The Executive Session was called to order at 5:30 P.M.

There were present:

Benno C. Schmidt, Jr., Chairman

Valerie Lancaster Beal
John J. Calandra
Wellington Z. Chen
Kenneth E. Cook
Joseph J. Lhota
Hugo M. Morales

Kathleen M. Pesile
Carol A. Robles-Roman
Nilda Soto Ruiz
Marc V. Shaw
Jeffrey S. Wiesenfeld

Agnes M. Abraham, ex officio

Susan O'Malley, ex officio (non-voting)*

Frederick P. Schaffer, General Counsel and Vice Chancellor for Legal Affairs
Jay Hershenson, Secretary and Vice Chancellor for University Relations
Hourig Messerlian, Executive Assistant

Chancellor Matthew Goldstein
Executive Vice Chancellor Louise Mirrer
Senior Vice Chancellor Allan H. Dobrin
Vice Chancellor Ernesto Malave
Vice Chancellor Brenda Richardson Malone
University Dean Robert Ptachik
Raymond O'Brien, Esq.

* Trustee Susan O'Malley attended a portion of the Executive Session.

The absence of Trustees John S. Bonnici, Rita DiMartino, and Randy M. Mastro was excused.

The Board went into Executive Session to discuss collective bargaining and personnel matters.

Upon motion duly made, seconded and carried, the Executive Session was adjourned at 6:43 P.M.

SECRETARY AND VICE CHANCELLOR JAY HERSHENSON

**BYLAWS
OF
YORK COLLEGE AUXILIARY ENTERPRISES CORPORATION
(Under the Not-for-Profit Corporation Law of the State of New York)**

ARTICLE I - NAME AND PURPOSES:

Section 1. Name. This corporation shall be known as York College Auxiliary Enterprises Corporation (the "Corporation").

Section 2. Office. The principal office of the Corporation shall be maintained at York College, the City University of New York in the Borough of Queens, County of Queens, State of New York. The Corporation may establish and maintain offices at such other places and at such other locations, within the State of New York, as from time to time may be determined by the Board of Directors.

Section 3. Members. The Corporation shall have no members.

Section 4. Purposes. The Corporation is organized under the New York Not-for-Profit Corporation Law and is operated exclusively for the charitable purpose of supporting York College of The City University of New York ("College"). The Corporation's principal objectives and purposes, as set forth in its Certificate of Incorporation, are as follows:

a. To provide auxiliary enterprises to service the students, faculty, administrative staff, alumni, and others in the college community of York College. Such auxiliary enterprises may include food services, book store operations, parking lots and garages, vending and game machines, copying services, printing services, typing services, computer services and other related enterprises to assist the students, faculty, administrative staff, alumni, and others in the college community of York College.

b. Through the provision of auxiliary enterprise services and the use and allocation of auxiliary enterprise revenues, to assist in developing, improving and increasing the programs, resources and facilities of York College to enable it to provide more extensive educational opportunities and services to its students, faculty, administrative staff, alumni, and others in the college community.

c. As a means of accomplishing the foregoing purposes, the Corporation shall have all of the general powers set forth in Section 202 of the Not-for-Profit Corporation Law of the State of New York and such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes herein set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law, together with the power to solicit grants and contributions for corporate purposes.

d. The lawful public or quasi-public objectives of the purposes of this Corporation are to provide services to the students, faculty, administrative staff, alumni, and others in the college community of York College and to further the educational goals of this public institution of higher education which is part of the City University of New York.

ARTICLE II - BOARD OF DIRECTORS:

Section 1. Powers and Duties. The Board of Directors shall direct the management of the operations, property, affairs and concerns of the Corporation consistent with the provisions of these By-Laws, as written or amended, and the Certificate of Incorporation. It may appoint or provide for the appointment of officers and employees of the Corporation, as it may deem advisable.

Section 2. Number and Vote. The Board of Directors shall be composed of eleven (11) natural persons, as follows:

- the President of the College or his or her designee, serving *ex officio*;
- the Vice President for Administration and Finance of the College, or the College administrator who is otherwise responsible for the duties of a person holding such title, serving *ex officio*;
- two (2) other College administrators appointed by the College President, each serving at-large;
- two (2) faculty members appointed by the College President from a panel of four faculty members elected by the Faculty Caucus, each serving at-large; and
- five (5) students consisting of the student government president, evening vice president, treasurer and executive director, each serving *ex officio*, and one other student, serving at-large and chosen pursuant to the Student Government Constitution.
- Each Director shall have the right to vote.

Section 3. Qualification. Each Director shall be at least eighteen (18) years of age. Each administration Director shall be a full-time employee of the College. Each faculty Director shall be a full-time employee of the College. Each student Director shall be a student in good standing enrolled at the College.

Section 4. Election and Term of Office. Each at-large administration and faculty Director shall be elected or appointed for a two-year term to serve until his or her successor is elected or appointed and qualified. Student Directors shall serve for a one-year term. Designations for student Directors shall be reported by the president-elect of the student government during the spring prior to July 1 of each year. Directors shall serve terms coincident with the Corporation's fiscal year. Directors may be elected or appointed to consecutive terms.

Section 5. Resignation. A Director may resign from office at any time by delivering his or her resignation in writing to the Chair or the Secretary of the Corporation. Unless otherwise specified by the terms thereof, such resignation shall be effective immediately upon its delivery to the Corporation and the acceptance of such resignation shall not be necessary to make such resignation effective.

Section 6. Removal. Any Director who ceases to occupy the position which qualified him or her to be elected or appointed as a Director shall cease to be a Director. The President of the College may at any time remove a Director whom he or she has appointed. Student Directors can be removed in accordance with the Student Government Constitution.

Section 7. Vacancies. Vacancies among Directors elected or appointed by a particular individual or constituent group shall be filled by such individual or constituent group, in accordance with the provisions set forth in Section 2 of this Article. However, if a vacancy remains unfilled for six months after it occurs, and by reason of 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 shall hold office until his or her successor is elected or appointed and qualified.

Section 8. Reporting. Pursuant to Section 16.13 of the By-Laws of the Board of Trustees of The City University of New York, the Board of Directors of the Corporation shall be responsible for the full disclosure, each semester, of the written financial statements of the Corporation, to the College and the student government of the College.

Section 9. Compensation. No Director shall receive any compensation from the Corporation for services performed in his or her capacity as a Director, but Directors may be reimbursed for reasonable expenses incurred in the performance of official duties.

ARTICLE III - MEETINGS OF THE BOARD OF DIRECTORS:

Section 1. Place of Meetings. Meetings of the Board of Directors shall be held at the College, in such room or rooms as the Board may from time to time determine or at a location approved by the majority of the Board.

Section 2. Annual Meeting. The Board of Directors shall hold an annual meeting in October of each year, at such time and place as the Board of Directors shall determine, for the presentation of the annual financial report of the Corporation for the prior fiscal year, for presentation of current year financial priorities and objectives, and for the transaction of such other business as may properly come before the meeting.

Section 3. Regular Meetings. The Board of Directors shall hold a minimum of one regular meeting each semester.

Section 4. Special Meetings. Special meetings of the Board of Directors may be held at any time upon the call of the Chair of the Corporation, and may be called by any Director upon the written request of two (2) Directors. In addition to the quorum requirements of Section 7 of this Article, one representative from each of the three constituencies of the Board (students, faculty, administrators) must be present for the transaction of business at a special meeting.

Section 5. Notice. Notice of every meeting of the Board of Directors shall be given to each Director at least five (5) business days before the day on which the meeting is to be held if notice is given personally or by phone, and at least ten (10) days before the day on which the meeting is to be held if the notice is given by electronic mail, facsimile transmission or by U.S. mail. In addition to stating the time and place of the meeting, each notice for an annual or special meeting shall state the purpose or purposes for which the meeting is called. Notices given by U.S. mail, electronic mail, or by facsimile transmission shall be deemed to be given when dispatched or mailed, as the case may be, and shall be sent to each Director at his or her address as it appears on the books or records of the Corporation.

Section 6. Waiver. No notice of the time, place or purpose of any meeting of the Board of Directors need be given to

any Director who submits to the Chair or Secretary of the Corporation a signed waiver of notice, either before or after the meeting, or who attends such meeting without protesting, prior thereto or at its commencement, the lack of notice to the Director.

Section 7. Quorum and Vote. At each meeting of the Board of Directors, the presence of six (6) Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. Except as otherwise provided by law or by these By-Laws, the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board. Each Director shall be entitled to one vote. Directors shall vote in person and not by proxy.

Section 8. Adjournment. Any meeting of the Board may be adjourned by a majority vote of the Directors present at such meeting. If a quorum shall not be present, a majority of the Directors present thereat may adjourn such meeting to another place and time.

Section 9. Conflict of Interest. Each Director shall disclose to the Board the material facts as to such Director's interest in any contract or transaction, including any directorships or offices held or financial interest, prior to any action by the Board regarding such contract or transaction. 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.

ARTICLE IV - OFFICERS:

Section 1. Number. The officers of the Corporation shall be a Chair, a Vice Chair, a Treasurer, a Secretary, and such other officers, as the Board of Directors may from time-to-time determine.

Section 2. Election and Tenure. The officers of the Corporation, except for officers serving *ex officio*, shall be elected annually at the first regular Board meeting of the fall semester of the College. Each such officer shall hold office until the first regular Board meeting of the next fall semester and until a successor is duly elected and qualifies, or until such officer's earlier death, resignation or removal as hereinafter provided.

Section 3. Resignation and Removal. Any elected officer may resign from office at any time by delivering his or her resignation in writing to the Corporation. Unless otherwise specified by the terms thereof, such resignation shall be effective immediately upon its delivery to the Corporation and acceptance of such resignation shall not be necessary to make such resignation effective. Any elected officer may be removed at any time, with or without cause, at any special meeting of the Board at which a quorum shall be present; *provided, however*, that the officer whose removal is to be proposed is given notification either personally or by mail or facsimile transmission at least ten (10) days in advance of the meeting at which such officer's removal is to be considered, and if mailed or faxed, such notice shall be deemed given when mailed or dispatched, as the case may be.

Section 4. Vacancies. A vacancy in any office, except an office held *ex officio*, shall be filled by the Board of Directors. Any person elected or appointed by the Board of Directors to fill a vacancy in any office shall serve for the unexpired term of his or her predecessor and until a successor is duly elected and qualifies.

Section 5. General Authority. The officers shall have such authority, duties and powers as may be assigned to them from time to time by the Board of Directors, or the Chair, and, to the extent consistent therewith and with other provisions of these By-laws, shall have the authority to perform the duties and exercise the powers in the management of the Corporation usually incident to the offices held by them.

Section 6. The Chair of the Board of Directors. The President of the College, or his or her designee on the Board, shall be the Chair of the Board of Directors. The Chair shall preside at all meetings of the Board of Directors. The Chair shall direct the affairs of the Corporation, shall guide and direct the development of the principles and policies of the Corporation and shall see that all orders and resolutions of the Board of Directors are implemented. The Chair shall sign for the Corporation all agreements and formal instruments under the seal of the Corporation that have the approval by majority vote of directors present at any meeting there is a quorum. The Chair shall have such other powers and perform such other duties as from time to time may be assigned to him by the Board of Directors.

Section 7. The Vice Chair. The Vice Chair shall perform the duties of the office of the Chair in the case of the Chair's absence or inability to act, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as prescribed by the Board of Directors or the Chair.

Section 8. The Treasurer. The Vice President for Administration and Finance of the College, or the College administrator who is otherwise responsible for the duties of a person holding such title, shall be the Treasurer of the Corporation. The Treasurer shall be the principal financial officer of the Corporation and shall have charge and custody of, and be responsible for, all the funds of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such banks or other depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chair and to the Directors at the regular meetings of the Board of Directors whenever they may require it, a statement of all transactions as Treasurer and an account of the financial condition of the Corporation; and, in general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the Board of Directors.

Section 9. The Secretary. The Secretary shall issue notices of all meetings of the Board of Directors where such notices are required by law or these By-Laws. The Secretary shall attend all meetings of the Board of Directors, and shall keep the minutes thereof and shall fix the Corporate seal to and sign such instruments as require the seal or signature; and, in general, the Secretary shall perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to the Secretary by the Board of Directors.

Section 10. Compensation. No officer shall receive any compensation from the Corporation for services performed in his or her official capacity, but officers may be reimbursed for reasonable expenses incurred in the performance of official duties, subject to the approval of the Board of Directors.

ARTICLE V - COMMITTEES:

Section 1. Budget and Contract Committee. The Board of Directors shall have a Budget and Contract Committee consisting of five (5) Directors as follows:

- the Treasurer of the Corporation, serving *ex officio*
- one (1) other administrator Director, appointed by the College President
- two (2) student Directors, selected by the student Directors
- one (1) faculty Director, selected by the faculty Directors

The Budget and Contract Committee shall develop all contract and budget allocation proposals, subject to review and approval of the Board of Directors. The at-large members of the Budget and Contract Committee shall serve one-year terms. The Treasurer of the Corporation shall serve as Chair of the Budget and Contract Committee.

Section 2. Other Committees of the Board. The Board of Directors may, by resolution or resolutions adopted by a majority of the entire Board, establish such other committees (including their term, duties and powers) as it shall deem necessary and advisable, each consisting of three (3) or more Directors. No committee shall have the authority to act on behalf of the Board of Directors without specific authority to do so.

Section 3. Committee Operating Procedures. 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 By-Laws for the giving of notice to Directors for special meetings of the Board of Directors or upon such other notice, if any, as the committee may determine. A majority of members of a committee shall be present to constitute a quorum unless otherwise provided by the Board of Directors in the resolution creating the committee. The chair of each committee shall be appointed by its members unless appointed by the Board of Directors or otherwise set forth in these By-Laws. 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, unless otherwise provided by the Board of Directors in the resolution creating the committee. The committees shall keep regular minutes of their proceedings and make the same available to the Board upon request.

ARTICLE VI - BOOKS AND RECORDS; FINANCIAL MATTERS:

Section 1. Books. The Corporation shall maintain a complete book of all the business transactions of the Corporation and minutes of the proceedings of its Board of Directors and committees, as well as copies of its Certificate of Incorporation, these By-Laws, and any and all annual financial statements of the Corporation, and any quarterly income statements or balance sheets of the Corporation prepared by it.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30.

Section 3. Ownership of Assets. 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 4. Sources of Funds. The Corporation's funds and assets shall derive from the charges made by the several 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 student activity fees.

Section 5. Bank Accounts; Deposits. The Board of Directors is authorized to select such financial institutions it deems proper for the funds of the Corporation. All funds of the Corporation shall be deposited in an account or accounts in the name of the Corporation at such financial institutions.

Section 6. Signatures. All checks, draft endorsements, notes and evidences or indebtedness of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as the Board of Directors from time to time may determine.

Section 7. Contracts. No contract may be entered into on behalf of the Corporation unless and except as authorized in writing by the Board of Directors. The Chair of the Board of Directors shall have the authority to sign contracts on the Corporation's behalf.

Section 8. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or in stocks, bonds or other securities, as the Board of Directors in its discretion may deem desirable.

Section 9. Financial Records and Accounts. The Corporation's financial records and accounts shall be kept in a form consistent with generally accepted accounting principles.

Section 10. Audit. The financial records and accounts of the Corporation shall be audited annually, and at such other times as directed by the Board of Directors, by a certified public accountant or firm thereof designated for this purpose by the Board of Directors.

ARTICLE VII - GOVERNANCE:

The Corporation shall operate consistent with the by-laws, policies and regulations of The City University of New York, and any policies, regulations and orders of the College. Nothing contained in these By-Laws shall be construed as diminishing the rights, duties and intentions as defined in Article XVI of the By-laws of the Board of Trustees of The City University of New York.

ARTICLE VIII - PARLIAMENTARY PROCEDURE:

Meetings of the Board of Directors and any committee shall be conducted in accordance with *Robert's Rules of Order*.

ARTICLE IX - AMENDMENTS:

These By-Laws and the Certificate of Incorporation may be amended, altered or repealed in whole or in part by affirmative vote of two-thirds of the full membership of the Board of Directors, provided that written notice of the substance of the amendment is given with notice of the meeting, to all Directors, in accordance with the notice provisions for special meetings set forth in Article III, Section 5 of these By-Laws. Any proposed amendment to the Certificate of Incorporation or By-laws of the Corporation is subject to the approval of the College President and the Board of Trustees of The City University of New York.

ARTICLE X - INSURANCE AND INDEMNIFICATION:

Section 1. Insurance. The Corporation will purchase appropriate insurance for the protection of the Directors, officers and employees of the Corporation.

Section 2. Indemnification. To the full extent authorized by law, the Corporation shall indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation. The Corporation shall also indemnify to the full extent permitted by law any officer,

director or employee serving any other corporation, partnership, joint venture, trust, employee benefit or other enterprise in any capacity at the request of the Corporation.

ARTICLE XI - DISSOLUTION

Section 1. Dissolution. In the event of liquidation or dissolution of the Corporation, whether voluntary or involuntary, or by operation of law, none of the property of the Corporation, nor any proceeds thereof, nor any other assets of the Corporation shall be distributed to or divided among the members of the Board of Directors of the Corporation or other individuals.

Section 2. Distribution. In the event of the dissolution of the Corporation, all of the remaining assets and property of the Corporation, after deduction of necessary expenses, shall be distributed to The City University of New York for the benefit of the College, or any successor thereof organized and operated exclusively for educational purposes and qualified under Section 115 or 501(c)(3) of the Internal Revenue Code, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

Approved by the Board of Trustees on May 29, 1984, Cal. No. 10.B, and amended on January 26, 2004, Cal. No. 7.A.

**BY-LAWS OF THE AUXILIARY ENTERPRISE BOARD
OF
NEW YORK CITY COLLEGE OF TECHNOLOGY, INC.**

ARTICLE I – NAME AND PURPOSES

Section 1. - Name.

a. The Auxiliary Enterprise Board of New York City College of Technology, Inc. shall be the Auxiliary Enterprise Board provided for in the By-Laws of The City University of New York (hereinafter referred to as "A.E.B" or "Auxiliary Enterprise Board").

b. The A.E.B. shall conform to the By-Laws and policies of The City University of New York, the laws of the City, State and Nation and any policy, regulation or order of the college.

Section 2. - Purpose. The purpose of the A.E.B. shall be:

a. To provide auxiliary enterprises to service the students, faculty, administrative staff, alumni and others. Such auxiliary enterprises may include food services, book stores, vending and game machines, copying services, printing services, typing services, computer services, publishing services, and other enterprises to assist the college community.

b. To promote and cultivate educational and social relationships among the students, faculty and staff of New York City College of Technology, hereinafter referred to as the "College."

c. To aid the students in their work, study, living, living, and extra-curricular activities.

d. To raise money for scholarships to students attending the College.

e. To participate in the building and development programs of the College.

f. To administer the contractual agreements with auxiliary services and the facilities they occupy.

g. To do any and all things necessary and proper in connection with, or incidental to, any of the foregoing.

ARTICLE II – MEMBERS OF THE AUXILIARY ENTERPRISE BOARD OF DIRECTORS

Section 1. – Members of the Auxiliary Enterprise Board of Directors.

The membership of the Auxiliary Enterprise Board shall be as follows:

Chair College President

Administration 3 Administration Members:
Dean of Academic Affairs
Dean of Administration
Dean of Student Affairs
If any of these administrative positions become vacant, the College President shall name another administrative member.

Faculty Two (2) faculty members appointed by the College President from a panel twice the number of seats to filled, elected by the College Council for a term of two (2) years.
Note: The elected faculty need not be members of the College Council. Faculty members may be reappointed, but may not serve more than three (3) consecutive terms, or six (6) years. In the event of any vacancy, the College President shall designate other faculty members from the panel.

Students Five (5) student members consisting of the two (2) Student Government Presidents and three (3) other students elected by the student body directly to the Board of Directors. The five (5) student seats shall be

allocated on a basis which will provide representation to each student government, as nearly as practicable, in proportion to the student enrollment by headcount. All student members shall serve for one (1) academic year or upon re-election. The term of office of student members shall be from July 1st to June 30th.

Section 2. – Qualifications.

- a. All Governing Board members shall be members of the administration or faculty of the College, except five (5) student members who shall be over 18 years of age and selected as designated in Article II.
- b. Student members shall be elected on the basis which will provide as nearly as practical representation in proportion to the student headcount.
- c. Student members must have a cumulative grade point average of at least 2.50 at the time of election, and maintain such average during the term of office.
- d. Student members (except the President(s)) must submit a petition signed by two hundred (200) students to establish candidacy for the position of Auxiliary Enterprise Governing Board membership. The petition must be approved by the Nomination and Election Committee prior to running for Board membership.

Section 3. – Termination of Membership

- a. Any member of the Auxiliary Enterprise Board of Directors who ceases to occupy one of the administration, faculty or student positions specified in Article II, Section 1, shall be deemed terminated as of that date.
- b. Any Board member who has been found guilty of violation of any Federal, State, City or College rules and regulations may be terminated at the discretion of the Board.
- c. Any member may withdraw from the Governing Board of the Auxiliary Enterprise Board by presenting to the Secretary a written resignation which shall be presented to the full Board of Directors by the Secretary at the next meeting thereof. Such resignation shall be effective upon its acceptance by the Governing Board of the Auxiliary Enterprise Board.
- d. Any member may be suspended for a period or expelled for cause, such as violation of any of the By-Laws or rules of the Auxiliary Enterprise Board. Such suspension and the period thereof, or expulsion, shall be imposed only by the unanimous vote of the full membership of the Governing Board of the Auxiliary Enterprise Board with the exception of the vote by the person proposed for suspension or expulsion. At least 15 calendar days before a vote may be taken for the suspension or expulsion of a member, a statement of the charges against him/her, and a notice of the time and place where the Governing Board members propose to take action must be hand delivered and/or sent to that member by Registered Mail at his/her address. Such member shall be given the opportunity to present a defense, with or without legal representation. Such expulsion or suspension shall be effective immediately upon the recording of the required affirmative vote thereupon by the members of the Governing Board of the Auxiliary Enterprise Board.
- e. The rights of any person as a member of the Governing Board of the Auxiliary Enterprise Board, including his/her right to vote, shall cease immediately upon his/her termination of membership for the period of suspension.

Section 4. – Student Vacancies. Whenever a student vacancy shall occur in the Board, the constituency experiencing the loss shall recommend a replacement to the Board, from other elected student government officers or elected alternates. A majority vote by the members shall seat the recommended person as full Board member. This new member shall serve for the unexpired term of his/her predecessor.

ARTICLE III – POWERS AND DUTIES

Section 1. – Duties and Meetings. The Governing Board shall have the power to hold meetings at such time and place as deemed advisable, to appoint committees, to authorize proper expenditures and to take such other measures as may be necessary or proper to carry out the purposes of the A.E.B. Meetings of the Board may be called by the Chairperson whenever he/she deem advisable. Meetings shall be called by him/her upon the written request of any four (4) members. Five (5) working days notice of meetings of the Board shall be served personally or mailed to all members. Board meetings shall be conducted in accordance with Robert's Rules of Order, Revised,

latest edition, unless there is a conflict between Robert's Rules of Order and these By-Laws. In such case, the By-Laws shall prevail.

Section 2. – Quorum. Six (6) members shall constitute a quorum for the transaction of any business. Any action by this quorum shall be the action of the Board. Members must vote in person. Proxy voting is not permitted.

Section 3. – Voting Right. Each member shall have one vote, except the Chair who shall vote only in case of a tie.

Section 4. – Assignments. The Auxiliary Enterprise Board shall have no power to impose any liability or assignment upon any member or members of the Auxiliary Enterprise Board.

Section 5. – Reports. The Board shall have prepared a report verified by the Chairperson and Treasurer of the A.E.B. and reviewed by a majority of its members showing the whole amount of real and personal property owned by it, where located and where and how invested, as well as the amount and nature of any property acquired during the year immediately preceding the audit and such reports shall be filed with the records of the A.E.B.

ARTICLE IV – COMPENSATION AND INDEMNIFICATION

Section 1. – Compensation. No member shall receive compensation from the A.E.B. for services performed in his/her official capacity as a member of this enterprise. All members may be reimbursed for reasonable expenses incurred in the performance of official duties.

Section 2. – Indemnification. The Auxiliary Enterprise Board shall indemnify and hold each of its officers and Board members harmless against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a member or officer of the A.E.B., provided that such officer or Board member acted in good faith for a purpose which he/she reasonably believed to be in the best interests of the A.E.B.; and in addition, that he/she had no reasonable cause to believe that his/her conduct was unlawful, and further provided that such indemnification is authorized under the laws of New York State, and the Board member or officer complied with such terms and conditions as may be imposed by the Auxiliary Enterprise Board.

ARTICLE V – OFFICERS, DUTIES AND RESPONSIBILITIES

Section 1. – Chairperson. The Chairperson of the Auxiliary Enterprise Board shall be the President of the College. He/she shall sign and execute in the name of the A.E.B. and on behalf of the A.E.B. all documents required to be executed by the A.E.B. and shall perform such other duties as requested by the Board or as reasonably incidental to his/her office. In the absence of the Chairperson, the business of the Board shall be conducted by the Chairperson's designee, who shall be a Board member.

Section 2. – Treasurer. The Treasurer of the Auxiliary Enterprise Board shall be the Dean of Administration of the College. He/she shall be the business and fiscal officer of the A.E.B. The Board shall secure such bond or bonding as may be necessary for the Treasurer to perform faithfully the duties of the position. The Treasurer shall perform such other duties as requested by the Chairperson.

Section 3. – Secretary. The Board shall elect one of its members as Secretary of the Auxiliary Enterprise Board. He/she shall record all minutes of the meetings of the Board. He/she shall attest to the official acts of the Chairperson and Board members. The Secretary shall perform such other duties as requested by the Chairperson. Term of office shall be (1) one year.

ARTICLE VI – AUXILIARY ENTERPRISE BUDGET AND CONTRACT COMMITTEE

Section 1. The full membership of the Board shall constitute the Budget and Contract Committee responsible, subject to the review and approval of the Board, for developing all contracts and budget allocations of the Auxiliary Enterprise Corporation.

ARTICLE VII – ASSETS AND FUNDS

Section 1. – Ownership. No member, officer or employee of the A.E.B. shall have any individual right to, title to, or

interest in, any of the assets of the A.E.B. All assets and funds of the A.E.B. shall be owned exclusively by the A.E.B.

Section 2. – Disposition. All funds of the A.E.B. shall be deposited in an account or accounts in the name of the A.E.B. in a bank or banks designated by the Board and shall be used solely to pay the proper expenses of the A.E.B. Funds shall be withdrawn from such bank accounts only upon the written requisition and signature of a person or persons the Board has designated by resolution. All checks must be signed by two (2) officers or individuals designated by the Governing Board. Any funds or other assets of the A.E.B. which, in the judgment of the Board, should not immediately be required to effect the purposes of the A.E.B., may be invested, reinvested, and administered by the Board in such securities, real estate, or other investments as in the judgment of the Board is sound and proper.

Section 3. – Examination and Audit.

a. All books, records and accounts of the A.E.B. shall be subject to examination, and audit by a certified, independent, public auditing firm, which shall conduct said audit once a year.

b. All books, records, and accounts of the A.E.B. shall be subject to examination and audit by the Comptroller of the City of New York.

c. The A.E.B. shall be responsible for the full disclosure of all financial information to its Board membership, including auxiliary enterprises, and said information shall be made available to the College community upon request. (For purposes of the foregoing paragraphs, full disclosure shall mean the presentation annually of written official statements which shall include, but need not be limited to, the source of all income by constituency, income from other sources creditable to other accounts, disbursements, past reserves, surplus accounts, contingency and stabilization funds.)

Section 4. – Dissolution. In case of dissolution of the A.E.B. the assets remaining after payment of its just debts and obligations shall be transferred to the New York City College of Technology or to such other not-for-profit organization in conformance with the certificate of incorporation.

ARTICLE VIII – AMENDMENTS

Section 1. – Procedure. These By-Laws may be amended only at a special meeting of the Auxiliary Enterprise Board, by a two-thirds (2/3) majority of the members of the Board, provided that a notice of the proposed amendment has been placed on the agenda of the meeting. All amendments must be approved by the College President and the Board of Trustees of the City University of New York.

Approved by the Board of Trustees on March 26, 1984, Cal. No. 7.A, and amended on January 26, 2004, Cal. No. 7.B.

**BYLAWS OF THE COLLEGE ASSOCIATION
OF
NEW YORK CITY COLLEGE OF TECHNOLOGY, INC.**

ARTICLE I - NAME AND PURPOSES:

Section 1 - Name

- a. This corporation shall be known as the College Association of New York City College of Technology, Inc, hereinafter referred to as the "College Association"
- b. The College Association shall conform to the Bylaws and policies of The City University of New York, the University Fiscal Handbook for the Control and Accountability of Student Activity Fees, the laws of the City, State and Nation and any policy regulation or order of the College.

Section 2 - Purpose

The purposes of the College Association shall be:

- a. To supervise and review the College's student activity fee-supported budgets. All budgets of College students' activity fees, except where earmarked by the board to be allocated by another body, should be developed by a student activity group and recommended by the Budget Committee for review by the College Association prior to expenditure. The College Association shall review all College student activity fees, including student government fee allocations and expenditures for conformance with the expenditures categories defined in Article VIII, Section 1 of these By-Laws, and the College Association shall disapprove any allocation it finds that does not so conform, or is inappropriate, improper or inequitable.
- b. To promote and cultivate educational and social relationships among the students, faculty and staff to the New York City College of Technology, hereinafter referred to as the "College".
- c. To aid the students in their work, study, living, and extra-curricular activities.
- d. To participate in the building and development of programs at the College.
- e. To do any and all other things necessary or proper in connection with, or incidental to, any of the foregoing. The College Association shall be a not-for-profit corporation and any net income, which may be derived from any of its operations in pursuance of the purposes set forth herein, shall not accrue to the benefit of any member of the College Association, but shall be used to promote the aforesaid purposes of the College Association or the College.

ARTICLE II – MEMBERS OF THE BOARD OF DIRECTORS OF THE COLLEGE ASSOCIATION:

Section 1 - Member of the Board of Directors

Members of the Board serve a term of 1 year from July 1 through June 30. The membership of the Board of Directors of the College Association hereinafter referred to as the "Governing Board", shall be as follows:

Chair: President of the College or his/her designee.

Administration: (Administrative Members). In addition to the Chair, the President shall appoint three additional members from the College to serve on the Board of the College Association.

Faculty: Three (3) Faculty Members appointed by the College President from a panel of faculty members twice the number of designated seats elected by the College Council for a term of two (2) years. The elected faculty need not be members of the College Council. Faculty members may be reappointed, but may not serve more than three (3) consecutive terms, or six (6) years. In the event of any vacancies the College President shall designate other faculty members from the panel.

Students: Six (6) elected student members. The six (6) student representatives shall be: SGA President (1), SGA Treasurer (1), and four (4) students elected by the student body for the position of College Association Governing

Board member in proportion to the student activity fee monies provided. All student members shall serve one (1) academic year, or upon reelection of the new Student Government Association. The term of office of student members shall be from September 1st to June 30th. See Section 4 of the article to fill student vacancies.

Section 2 - Qualifications

- a. All Governing Board Members shall be members of the administration or faculty of the College except the six (6) student members who shall be over 18 years of age and elected as designated in Article II.
- b. Student members shall be elected on the basis which will provide as nearly as practical representation in proportion to the student activity fee income of the prior year as contributed by the various student consistencies.
- c. Student members must have at least a GPA of 2.25 at the time of election and maintain such average during term of office.
- d. Student members (except the President and Treasurer of SGA) must submit a petition signed by fifty (50) students to establish candidacy for the position of College Association Governing Board Membership. The petition must be approved by the Nomination and Election committee prior to running for Board membership.

Section 3 - Termination of Membership

- a. Any Governing Board Member of the College Association who ceases to occupy one of the administration, faculty or student positions specified in Article II, Section I, shall be deemed terminated as to the date.
- b. Any Board Member who has been found guilty of violation of any Federal, State, City, or College rules and regulations may be terminated at the discretion of the Board.
- c. Any member may withdraw from the Governing Board of the College Association by presenting to the Secretary a written resignation, which shall be presented to the full Board by the Secretary at the next meeting thereof. Such resignation shall be effective upon its acceptance by the Governing Board of the College Association.
- d. Any member may be suspended for a period or expelled for cause, such as violation any of the By-Laws or rules of the College Association. Such suspension or expulsion and the period thereof, shall be imposed only by the unanimous vote of the full membership of the Governing Board for the College Association with the exception of the vote by the person proposed for suspension or expulsion. At least 15 calendar days before a vote may be taken for the suspension or expulsion of a member, a statement of the charges against him/her, and a note of the time and place where the Governing Board Members propose to take action must be hand delivered and/or sent to the member by Registered Mail at his/her address. Such members shall be given the opportunity to present a defense, with or without legal representation, 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 thereupon by the members of the Governing Board of the College Association.
- e. The rights of any person as a member of the Governing Board of the College Association, including his/her right to vote, shall cease immediately upon his/her termination of membership for the period of suspension.

Section 4 - Student Vaccines

Whenever a student vacancy shall occur in the Board, the executive board of the student government administration shall recommend a replacement to the Governing Board from the other elected student government officers or elected alternates as appropriate. A majority vote by the Governing Board members shall seat a recommended person as a full Board Member. This new member shall serve the unexpired term of his/her predecessor.

ARTICLE III – POWERS AND DUTIES:

Section 1 - Duties and Meetings

The Governing Board of the College Association shall have the power to hold meetings at such time and place as deemed advisable, to appoint Committees, to authorize proper expenditures and to take such other measures as may be necessary or proper to carry out the purpose of the College Association. Meetings of the Board may be called by the Chairperson whenever he/she deems advisable. Meetings shall be called by him/her upon the written request of any four (4) Board members. Five (5) working days notice of meetings of the Board shall be served personally or mailed to all members. Board meetings shall be conducted in accordance with Robert's Rules of Order, Revised, latest edition, unless there is a conflict between Robert's Rules of Order and these By-Laws. In such case, the By-laws shall prevail.

Section 2 - Quorum

Seven (7) members shall constitute a quorum for the transaction for any business. Any action by the quorum shall be the action of the Board. Members must vote in person. Proxy voting is not permitted.

Section 3 - Voting Rights

Each member shall have one vote, except the Chair, who shall vote only in case of a tie.

Section 4 - Assignments

The Governing Board of the College Association shall have no power to impose any liability or assignment upon any member or members of the College Association.

Section 5 - Reports

The College Association shall prepare a report verified by the Chairperson and Treasurer of the Board and reviewed by a majority of the members showing the whole amount of real and personal property owned by it, where located and where and how invested, as well as the amount, and nature of any property acquired during the year immediately preceding the audit and the reports shall be filed with the records of the College Association.

ARTICLE IV - COMPENSATION AND INDEMNIFICATION:**Section 1 - Compensation**

No Board Member shall receive compensation from the College Association for services performed in his/her official capacity as a Board Member of this Association. All Board Members may be reimbursed for reasonable expenses incurred in the performance of official duties, except as stated in Article IX.

Section 2 - Indemnification

The College Association shall indemnify and hold its officers, and Board Members harmless against all costs and expenses reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit or proceeding to which he/she may be made a party by reason of his/her being or having been a member or officer of the College Association, and in addition, that he/she had no reasonable cause to believe that his/her conduct was unlawful, and further provided that such indemnification is authorized under laws of New York State, and the Board Member or Officer complied with such terms and condition as may be imposed by the Governing Board the College Association.

ARTICLE V – OFFICERS, DUTIES AND RESPONSIBILITIES:**Section 1 - Chairperson**

The Chairperson of the Governing Board of the College Association shall be appointed by the President of the College for a term of one (1) year. He/she shall sign and execute in the name of the College Association, and on behalf of the College Association, all documents required to be executed and shall perform such other duties as requested by the Governing Board or as reasonably incidental to his/her office. In the absence of the Chairperson, the business of the Governing Board shall be conducted by the chairpersons' designee, who shall be an elected Board Member.

Section 2 - Treasurer

The Treasurer of the Governing Board of the College Association shall be the business and fiscal officer of the College Association. The Board shall secure such bond or bonding as may be necessary for the Treasurer to perform faithfully the duties of the position of the Treasurer, and shall perform such other duties as requested by the Chairperson.

Section 3 - Secretary

The Governing Board shall elect one of its members as Secretary of the College Association. He/she shall record all minutes of the meetings of the Governing Board. He/she shall attest to the official acts of the Chairperson and the

Governing Board. The Secretary shall perform such other duties as requested by the Chairperson. Term of Office shall be one (1) year.

Section 4

Notwithstanding the fact that officers are elected or appointed for a specific term, all elected and appointed officers serve until their replacements are elected or appointed.

ARTICLE VI – COLLEGE ASSOCIATION BUDGET COMMITTEE:

Section 1

The Budget Committee is composed of members of the Governing Board with a majority of student members. This committee is empowered to receive and review student activity fee budget requests and to develop a budget subject to the review of the Governing Board. The Governing Board may choose not to approve the budget or portions of the budget if, in their opinion such items are inappropriate, improper, or inequitable. The budget shall be returned to the Budget Committee with the specific concerns of the Governing Board noted for further deliberation by the Budget Committee and subsequent resubmittal to the Governing Board. If the budget is not approved within thirty (30) days, those portions of the budget voted upon and approved by the Governing Board will be allocated. The remainder shall be held until Governing Board and Budget Committee agree.

ARTICLE VII – ASSETS AND FUNDS:

Section 1 - Ownership

No member, officer or employee of the College Association shall have any individual right to, title to, or interest in, any of the assets and funds of the College Association. All assets and funds of the College Association shall be owned exclusively by the College Association.

Section 2 - Disposition

All funds of the College Association shall be deposited in an account or accounts in the name of the College Association, in a bank or banks designated by the Governing Board, and shall be used solely to pay the proper expenses of the College Association. Funds shall be withdrawn from such bank accounts only upon the written authorization and signature of a person or persons with direct responsibility for the program and an approved representative of the allocating body. All checks must be signed by two (2) authorized signatories. Any funds or other assets of the College Association, which, in the judgment of the Governing Board, shall not immediately be required to effect the purposes of the College Association, may be invested, reinvested and administered by the Board in such securities, real estate, or such investments as in the judgment of the Board is sound and proper.

Section 3 - Examination and Audit

- a. All books, records, and accounts of the College Association shall be subject to examination and audit by a certified, independent, public auditing firm, which shall conduct said audit once a semester.
- b. All books, records, and accounts of the College Association shall be subject to examination and audit by the Comptroller of the City of New York at any time.
- c. The College Association shall be responsible for the full disclosure of all financial information to the student body and to the Student Government (s) with respect to all of its activities, and said information shall be made available to the College upon request. (For purposes of the foregoing paragraphs, full disclosure shall mean the presentation annually of written official statements which shall include, but need not be limited to, the source of all fee income by constituency, income from other sources creditable to the Student Activity Fee Accounts, disbursements, transfers, cash reserves, surplus accounts, contingency and stabilization funds).

Section 4 - Dissolution

In case of dissolution of the College Association, the assets remaining after payment of its just debts and obligations shall be transferred to the New York City College of Technology or to such other not-for-profit organizations in conformance with the certificate of incorporation.

ARTICLE VIII – STUDENT ACTIVITY FEES-EXPENDITURES AND REVENUE CATEGORIES:**Section 1 - Expenditure Categories**

Student Activity Fee Funds shall be allocated and expended only for the following purposes:

1. Extracurricular education programs;
2. Cultural and social activities;
3. Recreational and social activities;
4. Student government;
5. Publications and other media;
6. Assistance to registered student organizations;
7. Community service programs;
8. Enhancement of the College and University environment;
9. Transportation, administration and insurance related to the implementation of these activities;
10. Student services to supplement or add to those provided by the University;
11. Stipends to student leaders.

Section 2 – Revenue

All revenues generated by Student Activities funded through Student Activity Fees should be placed in a College central depository subject to the control of the College Association. The application of such revenues to account of the income generating organization shall require the specific authorization of the College Association.

b. All books, records and accounts of the College Association shall be subject to examination and audit by the Comptroller of the City of New York at any time.

ARTICLE IX – STIPENDS:**Section 1 - Payment**

As per the By-Laws of the Board of Trustees of The City University of New York, Section 16.14, the payment of stipends to student leaders is permitted to a maximum of \$2,882 per year and \$1,441 per semester. The stipend policy prohibits a student leader from receiving more than one stipend concurrently.

Section 2 - Student Leaders

For the purposes of this article, student leaders are defined as: One who is elected by the entire student body to represent the students (i.e.: The Student Government Association Officers).

ARTICLE X – AMENDMENTS:**Section 1 - Procedure**

These By-Laws may be amended only at a special meeting of the Governing Board of the College Association, by a 2/3 majority of the members of the Board, provided that a notice of the proposed amendment has been placed on the agenda of the meeting. All amendments must be approved by the College President and the Board of Trustees of The City University of New York.

Approved by the Board of Trustees on June 22, 1992, Cal. No. 6.R, and amended on January 26, 2004, Cal. No. 7.B.

