



# Board of Trustees Bylaws

Amended through May 25, 2016

## Medaille College Board of Trustees Bylaws

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# Medaille College Bylaws

## Article 1. Authority

### 1.1 Founding

On April 3, 1875, Articles of Incorporation were filed with the Erie County Clerk to create the Institute of the Sisters of St. Joseph of the Diocese of Buffalo for the business and purpose of “the education and preparation of teachers for Charitable and Educational Societies or Institutions.”

### 1.2 Purpose

The purpose for which the College has been organized, as more fully set forth in its Certificate of Incorporation, is to establish and conduct an educational institution with authority to confer various earned degrees.

### 1.3 Name

The College derives its name from John Peter Medaille, S.J., founder of the Congregation of the Sisters of St. Joseph.

### 1.4 Ownership and Control

The College operates under an Absolute Charter authorized by The University of the State of New York Board of Regents under the management of a Board of Trustees in which is vested ultimate responsibility for all affairs of the corporation.

### 1.5 Corporate Nature and Limits

The College shall be organized and operated exclusively for educational purposes as a not-for-profit corporation. No part of its earnings or net income shall inure to the benefit of any individual, and no officer, member, or employee of the College shall receive or be entitled to receive any pecuniary profit from the operations thereof.

### 1.6 Accreditation

The College is chartered by the Board of Regents of The University of the State of New York and accredited by the Middle States Commission on Higher Education. All programs are approved and registered by the Education Department of the University of State of New York.

### 1.7 Principal Office

The principal offices of the College, which has been located at Agassiz Circle in the City of Buffalo, County of Erie, New York 14214-2695 since 1968, shall remain within 25 miles of the reference coordinates of the Community for the applicable FCC holding period.

### 1.8 Fiscal Year

The fiscal year of the College shall be from July 1 to June 30, inclusive.

## **1.9 Seal**

The seal of the College shall be in the form of a circle, and shall bear the name of the College.

## **1.10 Legal Agent**

The Secretary of College is designated as the agent of the College upon whom process may be served. The post office address to which the Secretary of State shall mail a copy of any process against the College served upon the Secretary is 18 Agassiz Circle, Buffalo, New York 14214-2695.

## **1.11 Records**

The College shall keep correct and complete records and books of account and shall keep minutes of the proceedings of the Board of Trustees. These records shall be maintained at the office of the College and such records shall be open for inspection by voting members of the Board for any proper purpose at any reasonable time.

# **Article 2. The Board of Trustees**

## **2.1 Duties and Powers**

The management of the affairs of the College shall be vested in the Board of Trustees. The Board of Trustees shall have and exercise the powers prescribed by all applicable laws and regulations of New York State and the United States of America. Within and under these authorities, the Board of Trustees' essential function shall be policy making and the assurance of sound management in the implementation of such policies. The Board has initial and ultimate responsibility in determining general, educational, financial, and related policies deemed necessary for the administration and development of the College in accordance with its stated purposes and goals. The Board shall, but without limitation:

1. determine, review, and evaluate the aims, programs, services, and functions of the College;
2. elect a President who shall be the chief executive officer of the College. The Board shall set terms of employment, salary, and benefits for same;
3. grant such degrees as are specifically authorized by the College's absolute charter and amendments thereto;
4. evaluate periodically the effective implementation of approved policies;
5. set policy on terms and conditions of employment as appropriate in the overall administration of the College Policy Manual;
6. approve as appropriate the College policies set forth in the Medaille College Policy Manual;
7. authorize the acquisition and disposition of all College property and physical facilities of value greater than \$500,000 and not already included in the budget, including the construction, modernization, and upkeep of the physical plant and assure their proper management;
8. consider plans for and participate in obtaining funds from all possible sources for budgetary purposes, special programs, physical developments, maintenance, and endowment purposes;
9. receive gifts or bequests of land, buildings, bonds, stocks, moneys, endowments, annuities, and other devices and to invest endowment and annuity funds determined to be appropriate by the Board;

10. authorize appropriate administrative officers to enter into, make, perform, and carry out contracts of every kind for any lawful purpose with any person, firm, association, or corporation in the furtherance of the purposes of the corporation;
11. require an independent yearly audit of financial accounts, records, and resources by a certified public accountant, results of which audit will be reported to the Board by the Audit Committee; and
12. become a strong and constant advocate of the College as it seeks to serve its varied constituencies.

## **2.2 Evaluation**

To assure that every aspect of the management and operations of the College is being performed with due effectiveness and within the general policies approved by the Board, there shall be conducted a review of the state of the College every three (3) years emphasizing progress toward major goals and objectives. Such reviews to include an evaluation of:

1. the general management of the College with special reference to the office of President;
2. the educational program including faculty and student affairs;
3. the business and physical plant management;
4. the programs for institutional relations, communications, and development; and
5. the Board operation and Trustee effectiveness.

The review and evaluation shall be conducted by or authorized by the Board as it deems appropriate, including the utilization of appropriate consultants, intended to address each area *ad seriatim* and reported to the full Board. Trustees and Board committees shall be involved as directed by the Board.

## **2.3 Membership**

The Board of Trustees shall be self-perpetuating and shall consist of individuals whose interests, concerns, experience, skills, influence and/or affluence can benefit and advance the College as it seeks to serve its varied constituencies. Membership shall consist of active, emeriti, and honorary categories as herein described.

### **2.3.1 Numbers and Terms**

The Board of Trustees shall have not less than five (5) nor more than the number permitted by the applicable law of the State of New York voting members, each of whom shall serve a term of four (4) years but no more than three (3) successive full four-year terms without a one (1) year absence. However, any Trustee who serves as a member of the Executive Board in the final year of such Trustee's third full four-year term shall retain such Trustee's seat on the Board of Trustees until such Trustee is no longer a member of the Executive Board. Any such retention shall be considered a year-to-year appointment and not an election to a new four-year term. A term shall commence with the start of the fiscal year of the College and end with the fiscal year four years later. Members shall be divided into three classes serving staggered terms. A Trustee elected to fill an unexpired term shall be eligible to serve three (3) successive four-year terms immediately after completion of the partial term.

### **2.3.2 Qualification and Nomination**

The existing Board of Trustees and members thereof shall hold office until their terms expire, as these Bylaws provide. New members shall take office following their election. All Trustees must be recommended by the Committee on Trustees.

### **2.3.3 Alumni Members**

The Committee on Trustees shall give due consideration to alumni of the College as members of the Board.

### **2.3.4 The President**

The President of the College shall be an ex-officio member of the Board of Trustees and a member of all standing, ad-hoc, and other special committees of the Board, with the exception of the Audit Committee.

### **2.3.5 Honorary Trustees**

Those individuals who have or who may serve the College, and/or the geographic area, and/or the nation with distinction, but shall not have served as active Trustees, may be elected Honorary Trustees upon recommendation of the Committee on Trustees. Such Trustees may attend meetings, serve on committees as appropriate, but shall be without vote.

### **2.3.6 Trustees Emeriti**

Those Trustees who have served the College with distinction as active Trustees for at least two full terms may be elected Trustees Emeriti upon recommendation of the Committee of Trustees and a majority vote of the Board of Trustees. Such Trustees may attend meetings, serve on committees as appropriate, but shall be without vote.

### **2.3.7 Representation**

All members of the Board shall serve as Trustees of the College as a whole, not as individuals nor as "representatives" per se.

### **2.3.8 Vacancy**

The office of Trustee shall be considered vacant upon resignation, inability to act, expiration of terms, death, or any other cause specified in the charter. When such a vacancy occurs before the expiration of the term of such member, the Board shall fill such vacancy for the unexpired term upon recommendation of the Committee on Trustees.

### **2.3.9 Removal**

The office of any Trustee, other than Honorary or Trustee Emeritus, who has failed to attend three (3) consecutive regular meetings of the Board without valid reason and permission from the Board Chair, shall thereby become vacant automatically.

### **2.3.10 Resignation**

Any Trustee may resign from the Board by addressing a letter to the Chair, President or the Secretary.

### **2.3.11 *President of the Alumni Association***

The President of the Alumni Association Board of Directors may be appointed to the Board of Trustees in a manner to be prescribed by the President, the Board Chair, and the Committee on Trustees. Such member shall have the rights and privileges of other Trustees but shall not vote.

### **2.3.12 *Faculty Representative***

A faculty representative may be appointed to the Board of Trustees in a manner to be prescribed by the President, the Board Chair, and the Committee on Trustees. Such member shall have the rights and privileges of other Trustees but shall not vote.

### **2.3.13 *Faculty, Students and Staff***

Members of the College faculty, staff and student body may be appointed to Trustee committees in a manner to be prescribed by the President, the Board Chair, and the Committee on Trustees. Such members shall have the rights and privileges of other committee members but shall not vote.

### **2.3.1 *Participation by Conference Telephone by Trustees without a Meeting***

Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of the Board of Trustees or Committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

Whenever the Board of Trustees is required or permitted to take any action by vote, such action may be taken without a meeting by unanimous written consent, setting forth the action so taken and signed by all the Trustees entitled to vote thereon.

### **2.3.2 *No Trustees with FCC Interest***

Neither the College nor any member of the Board of Trustees of the organization shall hold any FCC-defined attributable interest in any other radio broadcast station, or authorized construction permit for a radio station, of which the FCC-defined principal community contour overlaps the principal community contour of the Proposed Station at Amherst, New York.

## **Article 3. Officers of the Board**

### **3.1 Officers of the Board**

These officers shall be a Chair, a Vice Chair, a Treasurer, and a Secretary. The Board may appoint such other officers as it from time to time deems advisable upon recommendation of the Committee on Trustees.

### **3.2 Election and Term of Office**

The above officers shall be elected at the annual meeting by a majority vote of the members of the Board upon nomination of the Committee on Trustees from among voting members of the Board. They

shall assume office the first day of the fiscal year of the College subsequent to their election. Officers may be eligible for re-election. Any vacancy among the officers may be filled at any duly constituted meeting of the Board upon nomination of the Committee on Trustees.

### **3.3 Chair of the Board and Vice Chair of the Board**

The Chair shall preside at all meetings of the Board and shall perform the duties customary to that office. The Chair shall chair the Executive Board, be member ex-officio of all Board committees except the Committee on Trustees, appoint all committees upon recommendation of and in consultation with the Committee on Trustees and the President of the College. In the absence of the Chair, the Vice Chair shall perform all duties incident to the office the Chair.

The Chair or any one or more officers designated by the Board, shall sign all conveyances of corporate consequence.

### **3.4 Secretary of the Board**

The Secretary shall be Secretary of the Board and shall perform the duties usually pertaining to that office. The Secretary shall cause full and true minutes of all regular and special meetings of the Board and the Executive Board to be kept, and be the custodian of all documents committed to official care. The Secretary shall transmit to each Trustee a copy of the minutes of each meeting of the Board. The Secretary shall ensure that all bonds required of officers and employees are filed in the official office. The Secretary shall have charge of the seal and affix the same when necessary, and perform such other duties as are incidental to the office of Secretary.

The Secretary shall be directly assisted by an Associate Secretary who shall give all necessary notice of meetings of the Board of Trustees, and take and record the minutes of all meetings of the Board of Trustees. The Associate Secretary shall not be a Board Member and takes direction from the Board Chair and the President as well as the Secretary of the Board.

### **3.5 Treasurer of the Board**

The Treasurer of the Board shall serve as a member of the Committee on Financial Affairs. The Treasurer shall ensure that policies and procedures established by this Committee are approved by the Board of Trustees and are executed as proposed. The Treasurer shall report to the Board at such times as it may direct and shall provide a written account of the financial condition of the College at the annual meeting and at such other times as appropriate and/or requested. The Treasurer shall have the care and custody of the fund and securities of the College and shall keep account of its finances.

The Treasurer shall cause to be filed with the Secretary of the Board a bond to cover that office and other officers of the Board, officers and appropriate staff of the institution in such sums as shall be fixed by the Board of Trustees, the premium on said bond to be paid by the College.

The Treasurer shall be directly assisted by the Vice President for Business and Finance who shall be the Associate Treasurer.

## **Article 4. Meetings**

### **4.1 General**

There shall be an annual meeting and not less than *two (2) additional* regular meetings of the Board of Trustees at such times and places as shall be fixed in advance by the Chair in consultation with the President.

### **4.2 Special Meetings**

Special meetings of the Board of Trustees may be called by the Secretary upon request of the Chair, the President, or on the written request of any three (3) active, voting members of the Board.

### **4.3 Notice**

Written notice of all annual and regular meetings stating the date, time, and place of such meetings shall be mailed not less than five (5) nor more than ten (10) calendar days before the meeting to the preferred address of the Trustee. Notice of meeting need not be given to any Trustee who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting, prior to the meeting or at the commencement of the meeting, the lack of notice to the Trustee.

### **4.4 Quorum**

The majority of the elected members of the Board of Trustees shall constitute a quorum for the transaction of business including all motions, resolutions, and proposals brought before the Board.

### **4.5 Proxy**

Voting by proxy shall not be permitted.

### **4.6 Voting**

Any act of the majority of the Board of Trustees at any duly constituted meeting shall be considered the act of the Board of Trustees.

### **4.7 Order and Nature of Business**

The order and nature of business for Board meetings shall be determined by the Chair in consultation with the President. Board meetings shall address important matters of policy, planning, evaluation, and/or priority issues and problems, giving minimum attention and time to routine reports and administrative matters.

### **4.8 Executive Session**

The Board and each committee may hold executive sessions as appropriate. Only voting Board members may attend executive sessions.

### **4.9 Expenses**

The Board shall make provision for the reimbursement of direct expenses incurred by its members in attending official meetings or authority for tax deductions as requested.

#### **4.10 Orientation**

New Trustees may be requested to attend special orientation meetings on campus within the first three (3) months after election to the Board. Special educational meetings for all Board members may be planned by the Committee on Trustees.

### **Article 5. Committees of the Board**

#### **5.1 Committees**

There shall be an Executive Board, standing committees and ad-hoc committees. Standing committees shall include:

- a. Committee on Student Experience and Enrollment
- b. Audit Committee,
- c. Committee on Institutional Advancement,
- d. Committee on Financial Affairs, and
- e. Committee on Trustees.

Other standing committees may be created as required to oversee permanent functions of a major character. Standing and ad-hoc committees shall be recommended by the Board Chair and the President and subject to approval by the Board and shall be for one (1) year duration unless otherwise fixed by the Board. Each standing and ad-hoc committee shall include at least three (3) voting members of the Board.

The Chair of each committee shall be permitted to appoint special non-Trustee members of the respective committee including students, staff and/or faculty with the approval of voting members of the respective committee. Special non-Trustee members of the Board who are not students, staff or faculty members of the College may be voting committee members at the discretion of the Chair of the respective committee.

#### **5.2 Executive Board**

This committee shall be composed of the officers of the Board and the Chairs of all standing committees, except the Audit Committee, and the President of the College ex-officio. The Executive Board shall exercise all powers of the Board at such times as the Board is not in session, except that it shall not have the power to alter, or revoke any previous order, resolution, or vote of a meeting of the Board unless specifically granted such power by the Board. It shall not have the power to elect or remove officers and members of the Board, to fill vacancies, elect or remove the President, to grant degrees, or to amend the Charter or Bylaws of the College. The committee shall report all its interim actions, in writing at the next regular meeting of the Board, which writing should be sent to members of the Board at least five (5) calendar days prior to such regular meeting.

The committee shall not act on matters properly the first responsibility of standing committees for review, study, and recommendation to it and/or to the Board.

The committee shall periodically review and propose updates of these Bylaws to the full Board. Regular and special meetings shall be at the request of the Chair, President or upon request of any two (2) Trustee members of the committee. Notice for meetings shall be at least five (5) calendar days and include appropriate material whenever possible. Meetings may be held without notice.

The President of the College shall be the liaison for this committee.

### **5.3 Standing Committees**

The Chair of the Board shall appoint the chairs and members of all committees of the Board for terms of one year after receiving recommendations of the Committee on Trustees and the President. The Chairs of committees shall be voting members of the Board.

Each committee shall meet at least two (2) times a year, at the call of the Chair, with at least five (5) calendar days notice on days other than those designated for meetings of the Board. The Chair shall assure that the discussions and actions of each committee are properly recorded and promptly distributed to its members and to members of the Board as appropriate. Each Chair shall assure that the committee becomes thoroughly familiar with policies, procedures, functions, staff, faculty, and students appropriate to purposes of the committee but shall in no way serve as administrators of the function.

The President shall appoint a staff administrative officer to serve as liaison person and secretary to the committee without vote, each under the supervision and coordination of the President.

The agenda and nature of business for each committee meeting shall emphasize issues, problems, and opportunities of a policy-making nature and focus on major programs, functions, and priorities of the institution rather than on administrative detail.

### **5.4 Committee on Trustees**

The functions of the committee shall include, but not be limited to:

1. maintain a Trustees candidate list through a constant search to identify and to research those individuals best able to serve the corporation and the institution at the Trustee level;
2. assess continually and appraise Board organization, operation, membership, and attendance to assure maximum effectiveness and to make recommendations as, in its judgment, will accomplish the objectives of the Board of Trustees; and,
3. prepare and initiate a plan for orientation of new members of the Board of Trustees and other bodies of the corporation, arrange for periodic Board evaluations and retreats, and to design a continuing program of education for Trustees concerning issues confronting higher education and problems confronting the College, faculty, students, staff and others.

The President shall be the resource person for this committee.

### **5.5 Committee on Student Experience and Enrollment**

The functions of this committee shall be, but not limited to:

1. assure that there is a continuing current written description of the academic purpose, goals, and mission of the College as recommended by the President and faculty and as approved by the Board of Trustees;
2. assure that there is an academic plan continuously studied, analyzed, updated, and revised as forces, issues, and trends require;
3. appraise all new programs and proposals for the modification or elimination of regular and special educational programs and reflect its judgment thereon to the Board;

4. appraise periodically the regular and special educational programs and activities of the institution and to reflect its judgment thereon to the Board;
5. consider and recommend student recruitment, admissions and retention standards and policies, receive reports and study data and trends affecting and to affect the present and future of the institution;
6. review and recommend, as appropriate, faculty personnel policies pertaining to appointments, awards, and procedures, rank, compensation, terms of employment, and tenure;
7. receive nominations for degrees and awards from the faculty and President, and nominees for honorary degrees from the President after appropriate consultations and refer them to the Board with recommendations; and
8. foster good communications and constructive relationships regularly between the Board and faculty.
9. continual assessment and appraisal of the non-academic aspects of student life, rules and regulations for student conduct, placement, morale, athletics, facilities, and related needs;
10. maintenance of a continuing relationship with student groups to provide mutual understanding among students, faculty, administration, and Trustees; and
11. recommendations to the Board of Trustees on matters concerning student life brought to the committee's attention.

In addition to the committee members appointed pursuant to Subparagraph 5.3 of these bylaws, three (3) members of the faculty, appointed by the President, may be non-voting, ex-officio members of this committee. Up to two (2) staff representatives and two (2) students may also be non-voting, ex-officio members of this committee. These may be representatives of admissions, placement, student government and other areas as deemed necessary and desirable by the President. The chief academic officer, the chief student affairs officer, and the chief enrollment officer shall serve as resource liaisons for this committee.

The committee may be subdivided into special committees as appropriate. Each special committee shall have at least four (4) Trustee members.

## **5.6 Committee on Financial Affairs**

This committee shall be charged with a thorough knowledge of the funds, finances, and resources of the College including, but not limited to:

1. assurance that there is an up-to-date financial plan for the institution projected and based on educational goals, assumptions, and requirements;
2. continual review of the annual budget as prepared by the administration, and present its recommendations to the Board;
3. recommendation to the Board of such action as it may deem advisable to improve the financial condition of the institution, including the recommendations of audit, insurance, legal, fiscal, investment, and other consultants;

4. recommendation of policies and procedures with respect to all physical and financial resources and the investment and reinvestment of all funds and have general oversight of the investments of the College;
5. review and recommendation of policies and programs for the financing of benefits for faculty, staff, and students;
6. study and recommendation of a plan for Trustee indemnification and all appropriate risk management and insurance coverage for physical plant, personal, and other liability;
7. establishment of requirements for appropriate fidelity bonding of such officers and employees and in such amounts as deemed advisable;
8. requirement of and presentation to the Board of periodic reports of the institution's financial condition and affairs;
9. recommendation for Board approval of the authority to sign checks and related documents;
10. study and recommendation to the Board of a master plan for the College that is continuously updated so as to reflect educational goals, human needs, and financial projections as coordinated with appropriate Board committees; and
11. continuous evaluation of plant construction and improvements, including equipment, allocation of space, and report on and make recommendations annually on the condition of the physical plant.

This committee may be subdivided into special committees as appropriate. The chief business officer shall serve as resource person to this committee.

### **5.7 Committee on Institutional Advancement**

The functions of this committee shall include, but not be limited to:

1. study, promote, and initiate leadership in plans and policies for achieving the financial support required to realize the educational, physical development, and endowment objectives of the College;
2. study, promote, and initiate leadership in policies and plans for a broad program of public relations and communications with the objectives of achieving a better understanding of the advocacy for the College on the part of all constituencies; and
3. study and recommend to the Board policies, programs, and leadership requirements for fund raising and public relations among all constituents.

The chief advancement officer of the College shall serve as the resource person and up to **two (2)** faculty members may be non-voting, ex-officio members for this committee.

### **5.8 Audit Committee**

The function of this committee is to cause an audit to be prepared by an independent accounting firm and presented to the Board.

The Audit Committee shall periodically appraise the financial control and accounting systems of the College and recommend any changes it deems appropriate. It shall present to the Board a recommendation on the appointment of an independent auditor; review the independent auditor's proposed audit scope and the results of the firm's audit. The Committee may request any designated

independent auditor, or any officer or employee of the College to appear before it to report on the financial condition of the College and answer any questions the Committee may have. Neither the President of the College nor the Vice President for Business and Finance may serve as members of the Audit Committee, but may upon invitation of the Committee, attend any meetings.

## **Article 6. The President**

### **6.1 The President**

The President of the College shall be its chief executive officer, and shall have general supervision and control of its activities. The President shall see that all orders and resolutions of the Trustees are carried into effect and discharge all duties incidental to that office. The President shall have full authority, subject to the Trustees, with respect to academic activities, and full authority to appoint and discharge persons to all position in the faculty and administration of the College.

The President as the chief executive officer of the College shall:

1. promptly and effectively execute all resolutions, policies, rules, and regulations adopted by the Board, and perform all duties prescribed by the Board;
2. formulate and recommend to the Board policies, programs, and plans for the educational, financial, and physical development of the institution;
3. establish a management organization to implement effectively the policies of the Board;
4. ensure that the institution is properly staffed with competent personnel; and provide adequate opportunities for the development and execution of the President's duties;
5. prepare and present to the Board through the Committee on Financial Affairs a proposed budget for the ensuing fiscal year and ensure that the budget, when adopted, is implemented;
6. serve as chief spokesperson of the College to all its constituencies and take leadership including enjoining others to assist in obtaining support of the institution from all possible sources; and
7. prepare and submit to the Board and other bodies an annual report and such special reports as the President may deem desirable or as the Board may require.

The President shall be appointed by and serve at the pleasure of the Board of Trustees.

### **6.2 Other Administrative Staff**

The President may appoint, without Board approval, administrative staff with specific duties and powers as may be required by the educational and business needs of the institution.

### **6.3 Channel to the Board**

Any official communication from or to the faculty, students, employees, or officers of the College shall be communicated through the President, in writing.

### **6.4 Administrative Relationship to the Board**

No administrator of the College shall serve as an officer of the Board of Trustees.

## **Article 7. Procedures**

### **7.1 Administrative Policy Manuals**

The President is authorized to cause to be compiled and maintained an institutional policy manual or manuals containing policies, rules, regulations, and procedures concerning all faculty, staff, students, and employees. The Board of Trustees has the final authority over the content of all such policies, rules, regulations, procedures and manuals.

### **7.2 Conflict of Interest**

No person invited to join the Board of Trustees shall accept nomination or election thereto wherein conflict of interest may be inferred because of financial, contractual, or similar factors. In cases where members of the Board judge the decision on a particular matter would affect their personal, financial or legal interests, they shall provide full disclosure of interests and any further with respect to such matters shall be taken in accordance with the New York Not-for-Profit Corporation Law. It shall be the particular responsibility of the Committee on Trustees to monitor adherence to this section of the Bylaws.

### **7.3 Indemnification of Officers and Directors**

#### ***7.3.1 Right of Statutory Indemnification***

The College shall indemnify to the fullest extent granted by the New York Not-For-Profit Corporation Law, as the same exists on the date of the adoption of this Subparagraph 7.3.1 or to the greater extent granted by any amendment of that Law (the intent being to provide greatest of those indemnification rights granted by that Law at any time from the time of the act or omission through the final disposition of the action) any person made or threatened to be made a party to any action or proceeding, including an action by or in the right of any other corporation, partnership joint venture, trust, employee benefit plan or other enterprise which any director or officer of the College served in any capacity at the request of the College, by reason of the fact that the individual, the individual's testator or intestate, is or was a Trustee or officer of the College or is or was serving such other enterprise at the request of the College.

#### ***7.3.2 Authorization of Non-Statutory Indemnification***

The College is hereby authorized to indemnify and advance expenses beyond the right of statutory indemnification to a Trustee or officer pursuant to the terms and conditions of (i) a resolution of Trustees or (ii) an agreement providing for such indemnification.

#### ***7.3.3 Advances***

Expenses incurred in defending an action or proceeding shall be paid by the College in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay the expenses so advanced by the College to the extent they exceed the indemnification to which such director or officer is entitled.

#### ***7.3.4 Insurance***

The Board of Trustees of the College may, in its discretion, authorize the College to purchase and maintain insurance to indemnify itself for any obligation which it incurs as a result of the indemnification of Trustees and officers or to indemnify the Trustees and officer to the fullest extent permitted by law.

### **7.3.5 Modifications**

No amendment, modification or rescission of this Subparagraph 7.3.5 shall be effective to limit any person's right to indemnification with respect to any act or omission or the disposition of any action which occurs prior to the date on which such modification, amendment or rescission is adopted.

### **7.3.6 Rules of Order**

Any procedure not herein prescribed shall be governed by Robert's Rules of Order Newly Revised.

### **7.3.7 Amendments**

These Bylaws may be altered, amended or repealed by a vote of the majority of the Trustees present at any duly held meeting.

### **7.3.8 Effective Date**

These Bylaws shall become effective immediately upon adoption and shall be filed with proper authorities.