

BY LAWS OF
THE CHILD DEVELOPMENT CENTER AT QUEENS COLLEGE, INC.

(6-19)

ARTICLE I - ORGANIZATION

Section 1. **NAME:** The Name of the Corporation shall be The Child Development Center at Queens College, Inc. and hereinafter shall be referred to as the Corporation.

Section 2. **PURPOSES:** The Corporation is organized under the New York Not-for-Profit Corporation Law and is operated exclusively for the charitable purpose of establishing, maintaining and operating a Day Care Center for pre-school and elementary age children in the County of Queens, as is more fully set forth in the Corporation's Certificate of Incorporation.

Section 3. **GOVERNANCE:** The Corporation shall operate consistent with the policies and regulations of The City University of New York and the policies, regulations and orders of the College, applicable to the operation of child care centers at the College.

ARTICLE II - DIRECTORS

Section 1. **NUMBER:** The management of the property, affairs and concerns of the Corporation shall be vested in the Board of Directors. The Board shall consist of not less than three and not more than twenty-five Directors. Until the first meeting following the granting of a Certificate of Incorporation, the membership of the Board shall consist of those persons having signed the Certificate of Incorporation. Thereafter, the Board shall include:

- the Vice President for Student Affairs;
- the Dean of the School of Education of Queens College;
- a member of the staff or faculty of the College to be appointed by the Vice President for Student Affairs;
- three members of the Queens College student body who have children enrolled in the Child Development Center to be elected by the Board of Directors;

- one member chosen from the College faculty to be appointed by the President of the College;
- one member chosen from the College staff or from the administration of College affiliated organizations to be appointed by the President of the College
- the Director of the Office of Research and Sponsored Programs; and
- two Independent Directors¹ to be appointed by the President of the College.

Each of the above Directors shall have the right to vote.

- the Executive Director of the Corporation, to serve ex-officio with voice but without vote.

Directors serving by virtue of appointment shall continue to serve at the pleasure of the President of the College or the Vice President for Student Affairs, making the appointment. Those Directors serving by virtue of office need not be reappointed, but shall serve for so long as they retain such office. All elected Directors shall serve a term of one year and may be reelected to serve successive terms.

Section 2. DUTIES AND MEETINGS: The Board of Directors shall have power to hold meetings at such times and places as it deems advisable, to exercise all

¹ An independent director is defined as a former employee of the College or the Corporation, a College alum, a community member, or any other individual, who, pursuant to Section 102 of the Not-for-Profit Corporations Law: (A) has not been within three years of his or her appointment to the governing board of the Corporation, an employee of the Corporation, CUNY or the Research Foundation of CUNY; and (B) does not have a relative who is, or has been within three years of the individual's appointment to the governing board, a key employee of the Corporation, CUNY or the Research Foundation of CUNY; and (C) has not received, and does not have a relative who has received, in any of the three fiscal years prior to the individual's appointment to the governing board, more than \$10,000 in direct compensation from the Corporation, CUNY or the Research Foundation of CUNY (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by the Not-for-Profit Corporations Law); and (D) is not a current employee of or does not have a substantial financial interest in, and does not have relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the Corporation, CUNY or the Research Foundation of CUNY for property or services in an amount which, in any of the three fiscal years prior to the individual's appointment to the governing board, exceeds the lesser of \$25,000 or 2% of such entity's consolidated gross revenues. For purposes of this definition, "payment" does not include charitable contributions.

powers stated in the Certificate of Incorporation, to appoint committees, and to take such measures as may be necessary or proper to carry out the purposes of the Corporation. Meetings of the Board of Directors may be called by the President of the Corporation whenever he or she deems it advisable and meetings shall be called by the President upon request of no less than one-fifth of the voting members of the Board of Directors. Seven days notice of meetings of the Board shall be served personally or mailed (including by electronic communication device) to each Director, unless notice shall be waived in writing or electronically. Annual meetings of Directors shall be held during the month of October. The Board of Directors may invite and permit such persons as they see fit to attend any meeting of the Board.

Section 3. QUORUM: The presence of a majority of entire Board (i.e., the total number of Directors entitled to vote which the Corporation would have if there were no vacancies) shall constitute a quorum for the transaction of any business and the act of a majority at any meeting of the Board of Directors shall be the act of the Board. Each Director except the Executive Director of the Corporation shall be entitled to one vote. Directors shall vote in person and not by proxy.

Section 4. ACTION BY THE BOARD: Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing or electronically to the adoption of a resolution authorizing the action. The resolution and the written or electronic consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee.

Section 5. VACANCIES: Whenever a vacancy shall occur among the appointed Directors, the appointing Dean, Vice President, or President of the College shall select a successor. Whenever a vacancy shall occur among elected Directors, a majority of the remaining Directors shall elect a successor to fill the unexpired term.

Section 6. COMPENSATION: No part of the net earnings of the Corporation shall inure to the benefit of any Officer or Director of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered by a Director or Officer to the Corporation affecting one or more of its purposes based on a contract for services agreed to by the Directors). Directors shall be reimbursed for reasonable expenses incurred in the performance of official duties.

Section 7. REPORTS: At its annual meeting, or upon agreement of the Directors at any subsequent meeting to be scheduled by the Directors, the Board of Directors shall be presented with a report, verified by the President and the Treasurer, or by a majority of the Directors, showing the whole amount of real and personal property owned by the Corporation, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manor of the acquisition, the amount applied, appropriated or expended during the year immediately preceding such date, and purposes, objects or persons to or for which applications, appropriations or expenditures have been made. Such report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the Board of Directors.

Section 8. REMOVAL OF DIRECTORS: Any elected Director may be removed with or without cause by a majority vote of the Directors at a special meeting duly called for that purpose. Any appointed Director may be removed with or without cause only by the appointing Dean, Vice President, or President of the College. Directors serving by virtue of office may be removed with or without cause by the President of the College.

Section 9. CONFLICT OF INTEREST: As further set forth in the Corporation's conflict of interest policy, each Director shall disclose to the Board the material facts as to his or her interest in any contract or transaction, including any directorships or offices held or financial interest, prior to any action by the Board regarding that 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 this disclosure is made, provided, however, that the Director's vote may not be counted when determining whether a sufficient number of Directors has approved the contract or transaction.

ARTICLE III – OFFICERS

Section 1. **IN GENERAL-ELECTION AND TENURE:** The officers of the Corporation shall serve at the pleasure of the Board and shall be a President, a Vice-President, a Secretary and a Treasurer. The Vice President for Student Affairs shall serve as the President and the Dean of the School of Education shall serve as Vice President. The Vice President for Student Affairs appointee shall serve as Treasurer. The President of the College's appointee shall serve as Secretary. The Board may also appoint additional officers, who shall perform such duties as from time to time may be prescribed by the President. Any two offices may be held by one person, except that the President and the Secretary may not hold any other office. Each appointed officer shall serve for a term of one year, but shall continue to serve if otherwise qualified until his successor is chosen. Appointed officers may be reappointed for successive terms. Appointed officers may be removed from office with or without cause by vote of the Board.

Section 2. **PRESIDENT:** The President of the Corporation shall be the chief executive officer of the Corporation and shall preside at all meetings of the Executive Committee and the Board of Directors. The President or the President's designee from among the Directors and Officers of the Corporation shall sign and execute, in the name of and on behalf of the Corporation, all documents required to be executed by the Corporation and shall perform such duties as requested by the Board of Directors or as are reasonably incidental to the office of President.

Section 3. **VICE PRESIDENT:** The Vice-President of the Corporation shall perform the duties of the Office of the President in case of death, absence or inability of the President to act. The Vice President shall perform such other duties as requested by the President or Board of Directors.

Section 4. **TREASURER:** The Treasurer of the Corporation shall be the Corporation's financial officer. The Board of Directors may require the Treasurer to furnish such bond or security as it directs, for the faithful performance of the Treasurer's duties.

Section 5. **SECRETARY:** The Secretary of the Corporation shall take and record minutes of all meetings of the Executive Committee and the Board of Directors. The Secretary shall perform such other duties as requested by the President or Board of Directors.

Section 6. COMPENSATION: No officer shall receive any compensation from the Corporation solely for services performed in an official capacity but officers shall be reimbursed for reasonable expenses in the performance of official duties. However, any officer may be employed by the Corporation to perform additional duties on behalf of the Corporation pursuant to a contract and at a salary specified by the Directors.

Section 7. INABILITY TO SERVE: All officers of the Corporation shall be Directors and no person may serve as an officer who is not also a Director of the Corporation. In case of a vacancy, the Directors shall hold an election to fill any unexpired term.

ARTICLE IV – EXECUTIVE DIRECTOR

Section 1. APPOINTMENT: The President of Queens College shall appoint the Executive Director of the Corporation and the Board shall ratify the appointment.

Section 2. DUTIES: The Executive Director shall supervise and coordinate all the activities and programs of the Corporation and shall serve as liaison between the Corporation and Queens College. In addition, the Executive Director, with the consent of the Board, shall hire and supervise the Corporation’s staff.

ARTICLE V - COMMITTEES

Section 1. COMMITTEES OF THE BOARD: The Board of Directors may, as set forth in these Bylaws or by resolution or resolutions adopted by a majority of the entire Board, establish such committees (including their term, duties and powers) as it shall deem necessary and advisable, each consisting of three or more Directors and each of which, to the extent provided in the resolution, shall have the authority of the Board, except that no committee shall have authority as to following matters: (a) any action related to the Certificate of Incorporation, (b) any amendments to, or repeal of, these By-laws, (c) the filling of vacancies in the Board or in any committee, (d) the fixing of compensation of Directors for serving on the Board or on any committee, (e) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable or (f) any action otherwise prohibited by law. Each committee of the Board shall report on these proceedings to the Board at or before the next

scheduled Board meeting. The committees of the Board shall include the following:

(a) **EXECUTIVE COMMITTEE:** There shall be an Executive Committee consisting of the President, Vice-President, Secretary, Executive Director, Ex-Officio with voice but without vote, and two (2) members of the Board of Directors to be appointed by the President of the Corporation. The President shall be Chairperson of the Executive Committee. Between sessions of the Board of Directors, the Executive Committee shall exercise all of the powers of the Board except as otherwise provided in this Section 1.

(b) **AUDIT COMMITTEE:** The Board shall have an Audit Committee, which shall consist of the two Independent Directors and one student Director elected by the Board, who also meets the definition of Independent Director. The Audit Committee shall oversee the accounting and financial reporting processes of the Association and the audit of the Corporation's financial statements. The Audit Committee's responsibilities shall include the following:

- annually select or renew the selection of an independent auditor to conduct an audit, subject to the approval of The City University of New York;
- review with the independent auditor the scope and planning of the audit prior to the audit's commencement;
- upon completion of the audit, review and discuss with the independent auditor: (A) any material risks and weaknesses in the internal controls identified by the auditors; (B) any restrictions on the scope of the auditor's activities or access to requested information; (C) any significant disagreements between the auditor and management; and (D) the adequacy of the Corporation's accounting and financial reporting processes;
- annually consider the performance and independence of the independent auditor;
- oversee the adoption, implementation of, and compliance with the Corporation's conflict of interest policy; and
- report on the committee's activities to the Board.

Section 2. **COMMITTEES OF THE CORPORATION:** The Board of Directors may establish such other committees as it deems necessary and advisable. These committees shall be committees of the Corporation, not of the Board, and shall have only the powers specifically delegated to them by the Board and shall have no authority to bind the Board.

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 meetings of the Board or upon such other notice, if any, as the committee may determine. No less than twenty-four hours prior notice shall be given for meetings of the Executive Committee unless notice shall be waived in writing or electronically. A majority of members of a committee shall be present to constitute a quorum. The chair of each committee shall be appointed by its members unless appointed by the Board, the President of the Corporation, 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. The committees shall keep regular minutes of their proceedings and make the same available to the Board upon request.

ARTICLE VI – ASSETS AND FUNDS

Section 1. **OWNERSHIP:** No Director, officer or employee of the Corporation shall have any right, title or interest in any of the assets and funds of the Corporation; all assets and funds of the Corporation shall be owned exclusively by the Corporation.

Section 2. **DISPOSITION:** All funds of the Corporations shall be deposited in the name of the Corporation in an account or accounts as approved by the Board of Directors and shall be used solely to pay the proper expenses of the Corporation. Funds shall be withdrawn from such account or accounts only upon the written authorization and signature of such person or persons as the Board of Directors shall designate by resolution. Any funds or other assets of the Corporation which, in the judgment of the Board of Directors shall not immediately be required to effect the purpose of the Corporation may be invested, reinvested, and administered by the Board of Directors in such

securities, real estate or other investment as in the judgment of the Board of Directors is sound and proper.

Section 3. BOOKS: The Corporation shall keep complete books of all the business transactions of the Corporation and minutes of the proceedings of its Board and committees, as well as copies of its Certificate of Incorporation, these By-Laws, any and all annual financial statements of the Corporation, and any quarterly income statements or balance sheets of the Corporation prepared by it.

Section 4. AUDIT: The Corporation's financial records and accounts shall be audited annually, and at such other times as directed by the Board, by an independent certified public accountant or firm designated by the Audit Committee.

Section 5. DISSOLUTION: In case of dissolution of the Corporation, the assets remaining after payment of its just debts and obligation shall be distributed, as determined by the Board and approved by order of a Justice of the Supreme Court of the State of New York, to The City University of New York for the use and benefit of the College or any successor thereof, or to an organization which supports the College or any successor thereof and which satisfies Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE VII – INDEMNIFICATION

Any person made a party to any action, suit or proceeding, civil or criminal, by reason of the fact that such person, , his or her testator or intestate, is or was an Officer, or Director of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by such person in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceedings that such Officer or Director, is liable for misconduct in the performance of his or her duties. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed as adjudication that such Director or Officer is liable for misconduct in the performance of his or her duties, if such Director or Officer was acting in good faith in what he or she

considered to be the best interest of the Corporation and no reasonable cause to believe that the action was illegal.

ARTICLE VIII – AMENDMENTS

Section 1. **PROCEDURE:** The Certificate of Incorporation of the Corporation and these Bylaws may be amended only at a duly held Meeting of the Board of Directors by majority vote of the Directors, provided that notice of the purport of the proposed amendment has been stated in the notice of the meeting.

ARTICLE IX – FISCAL YEAR

Section 1. The fiscal year shall be July 1 to June 30.