

BYLAWS
of the
QUEENS COLLEGE STUDENT SERVICES CORPORATION

ARTICLE I - Name and Purposes

Section 1 - Name:

This corporation shall be known as the QUEENS COLLEGE STUDENT SERVICES CORPORATION, hereinafter referred to as the "Corporation."

Section 2 - Purposes:

The Corporation is organized under the New York Not-for-Profit Corporation Law and its sole purpose shall be to serve the vital educational, social and recreational needs of the students of Queens College of the City University of New York without regard to society or organization and to promote the educational program of Queens College by encouraging, generating and promoting good fellowship and the ideals of the democratic way of life of the students of Queens College in their relations with each other, with the members of the staff, the alumni and the community, as is more fully set forth in the Corporation's Certificate of Incorporation.

ARTICLE II - Membership

Section 1 - Eligibility:

The Members of the Corporation shall be those persons who are designated or who occupy the following positions in the Board of Trustees of the City University of New York or at Queens College.

1. A member of the Board of Trustees designated by the Chairman of the Board of Trustees;
2. The President of Queens College;
3. The Vice President for Student Affairs of Queens College, except if there be no person holding such title, the ranking Queens College official responsible for student services shall occupy this position;
4. A senior administrator to be designated by the President of the College;
5. The Assistant Vice President for Student Affairs of Queens College;
6. The Vice President for Finance and Business, except if there be no person holding such title, the ranking Queens College official responsible for financial and business affairs shall occupy this position.

Section 2 - Eligibility of Other Persons:

In addition to the foregoing person's eligible for membership, such other persons may become Members as are elected by the Members of the Corporation at any annual or special meeting duly called for that purpose. The term for which such Member shall be elected shall be specified at the election, as well as any other conditions which shall affect the membership or the duration of membership of such person. It is the intention of the Corporation that officials of the Board of Trustees of the City University of New York and of Queens College shall always constitute a majority of the Members of the Corporation. The Members may, in their discretion, control the policies of the Corporation and the disbursement of its funds or, in the absence of specific policy or disbursement of funds, may delegate its authority to the Board of Directors. The Members shall have the power to overrule or overturn any action of the Board of Directors at a duly called special meeting of the membership.

Section 3 - Vacancies:

The rights of any person as a Member of this Corporation, including his/her right to vote, shall cease immediately upon the termination of his/her position with the Board of Trustees of the City University of New York or Queens College.

Section 4 - Voting Right:

Each Member shall have one vote only at a meeting of the Corporation.

ARTICLE III - Meetings of Members

Section 1 - Annual Meetings:

An Annual Meeting of the Members of the Corporation shall be held on the second Tuesday in October at the principal office of the Corporation or at such other places as the President of Queens College may, from time to time, designate, for the purpose of receiving the annual reports of Officers, Directors and committees, and for the transaction of such other business as may properly come before such meeting. Five days written notice of such meeting, signed by an Officer, shall be given personally or mailed to each person who, at the time such notice is given, appears to be a person who will be entitled to vote as a Member at such meeting. When such notice is mailed it shall be directed to such person at his/her address as it appears on the records of the Corporation. Such notices shall state the place, date and time of the meeting. A Member may waive notice in writing.

Section 2 - Special Meetings:

Special meetings may be called by the Board of Directors or the President of Queens College or upon written request by a Member. Notice for a special meeting shall be given in the same manner as for the annual meeting and shall state the place, date, time and purpose of the meeting. A Member may waive notice in writing or electronically.

Commented [JED1]: Section 603(b) of the N-PCL permits a special meeting to be called by 10% of the members entitled to vote. In this case, that means a single member could call for the meeting.

Section 3 - Quorum:

The presence in person or by proxy of a majority of the Members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of any business at any meeting. If a quorum is not present, the presiding officer may adjourn the meeting to a time fixed by him/her not more than ten days later and written notice of such adjourned time shall be given by an Officer to all Members entitled to vote and who were absent at least two days before such adjourned time.

Section 4 - Proxies:

Members may vote by proxy provided that the proxy is executed in writing or provided by electronic mail, by the Member and may be revoked at his/her pleasure, and provided further that no proxy shall be valid after the expiration of eleven months after the date of its execution.

Section 5 - Action by the Members:

Any action required or permitted to be taken by the Members may be taken without a meeting if all Members of the Corporation 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 Corporation shall be filed with the minutes of the proceedings.

Section 6 - Compensation:

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

ARTICLE IV - Directors

Section 1 - Number:

Unless specifically limited by the Members of the Corporation, the management of the property, affairs and concerns of the Corporation shall be vested in a Board of Directors consisting of twenty-two persons, six of whom shall be the Members stated in Article II, Section 1 hereof, plus sixteen additional persons as described below as Numbers 7-22.

7. An executive officer of the College, holding at least the administrative title of Assistant Dean, nominated by the Presidents of the Student Association, Evening Student Association, College Union Program Board, Graduate Student Association, ACE Student Association and SEEK Student Association, to be confirmed by the Board of Directors.
8. The President of the Student Association.
9. The Student Senate Programming Chair, nominated by the President of Student Association subject to the approval, advice and consent of the

Student Senate.

If the senate does not consent then a student nominated by the President and approved by the Student Senate

10. The President of the College Union Program Board.
11. The Student Senate Academic Chair, nominated by the President of Student Association subject to the approval, advice and consent of the Student Senate.

If the senate does not consent then a student nominated by the President and approved by the Student Senate.
12. An alumnus nominated by the Board of Directors of the Alumni Association, to be confirmed by the Board of Directors.
13. A full-time tenured or untenured member of the teaching instructional staff of Queens College nominated by the Presidents of the Student Association, the Student Senate Political/Cultural Chair, College Union Program Board, the Student Senate Non-Traditional Chair; the Student Senate Programming Chair and the Student Senate Academics Chair, to be confirmed by the Board of Directors.
14. The Student Senate Political/Cultural Chair, nominated by the President of Student Association subject to the approval, advice and consent of the Student Senate.

If the senate does not consent then a student nominated by the President and approved by the Student Senate.
15. The Student Senate Non-Traditional Chair, nominated by the President of the Student Association subject to the approval, advice and consent of the Student Senate.

If the senate does not consent then a student nominated by the President and approved by the Student Senate.
16. The Vice President of the Student Association.
17. The Provost of the College.
18. A member of the non-teaching instructional staff nominated by the student members of the Academic Senate, to be confirmed by the Board of Directors.

- 19 and 20. Two Independent Directors¹ appointed by the President of Queens College
21. The Executive Director of the Student Services Corporation (non-voting).
22. The Director of Procurement, Purchasing and Auxiliary Services (non-voting).

Members of the Board of Directors, shall upon confirmation, appointment or election, immediately enter upon the performance of their duties and shall continue in office, if otherwise qualified, until their successors shall be duly qualified.

Section 2 - Duties and Meetings:

The Board of Directors shall have power to hold meetings, at such time and places as it deems advisable, to appoint Committees, to employ necessary employees, to authorize proper expenditures and to take such other 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/she deems it advisable and meetings shall be called by him/her upon written request of not less than one-fifth of the entire Board of Directors. Three days notice of meetings of the Board shall be served personally or mailed or emailed to each Director, unless he/she shall waive such notice in writing or electronically. Annual meetings of Directors shall be held immediately following the annual meeting of Members.

Commented [JED2]: Statutory requirement.

Section 3 - Quorum:

The presence of a majority of the entire Board of Directors (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 shall be entitled to one vote.

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.

Section 4 - Vacancies:

Whenever a vacancy shall occur in the Board of Directors among those who are not also Members of the Corporation, a majority of the remaining members of the Board of Directors, though less than a quorum may fill the vacancy thereby created by electing, at a meeting called for that purpose as provided in Section 2 of this article, a new Director who shall serve for the unexpired term of his/her predecessor, except that a vacancy among the Independent Directors shall be filled by appointment of the College President.

Commented [JED3]: Proxy voting by Directors is generally frowned upon.

Section 5 - Compensation:

No part of the net earnings of the Corporation shall inure to the benefit of any Director of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered by a Director 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 6 - Assessments:

The Board of Directors shall have no power to impose any liability or assessments upon any Member or Members of the Corporation.

Section 7 - Reports:

The Board of Directors shall present at the annual meeting of the Members of the Corporation a report, verified by the President and Treasurer or by a majority of the Directors, showing the whole amount of real and personal property owned by it, 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 manner of acquisition; the amount applied, appropriated or expended during the year immediately preceding the date of the report, and the purposes, objects or persons to or for which such application, appropriations or expenditure have been made. Such report shall be filed with the records of the Corporation and with the Board of Trustees and an abstract thereof entered in the minutes of the proceedings of the annual meeting of the Corporation.

Section 8 - Removal of Directors:

Any Director, other than those who are also Members of the Corporation may be removed with or without cause by a vote of two-thirds of the Members of the Corporation present at a special meeting duly called for that purpose.

Section 9 - 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 and 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, electronic video screen communication or similar communications equipment allowing all persons

participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting as long as 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. .

Section 10 - 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 V - Officers

Section 1 - President:

The President of Queens College shall be the President of the Corporation. The President shall preside at all meetings of the Corporation and the Board of Directors. His/her term of office shall be concurrent with his/her tenure in the position of President of Queens College. He/she shall perform such other duties, and sign and execute in the name and on behalf of the Corporation all documents, as requested by the Board of Directors or as are reasonable incidental to the office of president.

Section 2 - Vice President:

The Vice President for Student Affairs of Queens College shall be the Vice President of the Corporation. He/she shall serve as Vice President during his/her tenure as Dean of Students. He/she shall perform the duties of the office of the President in case vacancy in the position of President, or in the death, absence or inability of the President to act. He/she shall perform such other duties as requested by the President or the Board of Directors.

Section 3 - Treasurer:

The Vice President for Finance and Business shall be the Treasurer of the Corporation. He/she shall serve as Treasurer during his/her tenure as Vice President for Finance and Business. The Treasurer shall be the chief 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 are designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, taking proper vouchers for the disbursements, and shall render to the President and Directors at the regular meetings of the Board of Directors whenever they may require it, a statement of all transactions as chief financial

officer and an account of the financial condition of the Corporation. The Board of Directors may require the Treasurer to furnish such bond or security as it directs, for the faithful performance of his/her duties. He/she shall perform such duties as requested by the President or the Board of Directors.

Section 4 - Secretary:

A senior administrator designated by the President of Queens College shall be the Secretary of the Corporation. He/she shall serve as Secretary during his/her tenure as the senior administrator designated by the President of the College. The Secretary shall issue notices of all meetings of the Board of Directors where notices are required by law or these By-laws. The Secretary shall attend and keep the minutes of the meetings of the Board of Directors, and shall, when necessary, attest to the official acts of the President and the Board of Directors. Whenever a person is appointed, confirmed, or elected as a Member, Director or Officer, the Secretary shall immediately notify such person, in writing, of his/her membership, directorship or office in the Corporation. The Secretary shall perform such other duties incident to the office of Secretary and such other duties as assigned by the Board of Directors or the President.

Section 5 - Executive Director:

The Executive Director shall be the chief executive of the Corporation. Within the limits of the Certificate of Incorporation, Bylaws, and policies established or authorized by the Board of Directors, he/she is responsible for accomplishing the goals and objectives set by the Corporation. He/she shall be appointed by and serve at the pleasure of the Board of Directors. He/she shall be responsible and accountable to the Board of Directors for planning, organizing, implementing, and administering all phases of the Corporation's operations and programs and has the authority requisite to carry out his/her duties. He/she shall have the right to attend meetings of the Corporation, Board of Directors, and Executive Committee with voice, but not with vote.

Section 6 - Compensation:

No officer other than the Executive Director shall receive any compensation from the Corporation for services performed in his/her official capacity but officers shall be reimbursed for reasonable expenses incurred in the performance of official duties.

Section 7 - Vacancies:

A vacancy in any office shall be filled by the Board of Directors for the unexpired term in such manner as provided above for the appointment to such office.

ARTICLE VI - 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 keep minutes and 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, and Treasurer of the Corporation and three other members designated by the Board of Directors. All designated members of the Executive Committee shall serve for a term of one year. All members of the Executive Committee must be members of the Board of Directors at all times to maintain their seat on the Executive Committee. The President of the Corporation shall serve as Chair of the Executive Committee. The committee, when College classes are not in session and in emergency situations, shall have and may exercise all powers of the Board of Directors 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 Corporation 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.

- (a) The committees of the Corporation shall include the following:
- A. Finance and Budget
 - B. Operations
 - C. Personnel
 - D. Space Allocations
 - E. Programming
 - F. Capital Improvements
 - G. Food Services
- (b) Membership on committees of the Corporation: The student members of the committees of the Corporation A through D shall be elected by the full Student Senate and the non-student members of all committees of the Corporation shall be appointed by the President. Committee members need not be members of the Board of Directors or of the Student Senate. The student members of the Programming Committee shall be appointed as specified in Section (c).E. All members of the Capital Improvements Committee shall be appointed as specified in Section (c). F.
- (c) Membership and functions of committees of the Corporation: The committees of the Corporation shall have the following membership, duties and functions:
- A. Finance and Budget: Shall work with the Executive Director in the preparation of the annual budget for income and expenditure, and shall report to the Board of Directors or the Executive Committee. It shall consist of seven persons: five shall be College students and two shall be members of the College staff.
 - B. Operations: Subject to approval of the College with respect to all such policies, shall work with the Executive Director in the formulation of use policies regarding the Student Union, and shall report to the Board of Directors or the Executive Committee. It shall consist of seven persons: five shall be College students and two shall be members of the College staff.
 - C. Personnel: Shall work with the Executive Director on personnel policies affecting all Corporation employees and professional staff appointments,

reappointments, and evaluations, and shall report to the Board of Directors or the Executive Committee. It shall consist of five persons: three shall be College students and two shall be members of the College staff.

- D. **Space Allocations:** Shall work with the Executive Director on the allocation of office space at the Student Union for recognized student organizations, and shall report to the Board of Directors or the Executive Committee. The Committee shall be responsible for formulating evaluation procedures for office space and shall meet and discuss allocations. It shall consist of seven persons: five shall be College students and two shall be members of the College staff.
- E. **Programming:** Shall work with the Executive Director on the development and implementation of programs which shall be consistently responsive to student development needs and to the diverse educational, social, recreational, and continuing education needs of the campus, and shall report to the Board of Directors or the Executive Committee. This committee shall utilize all the programming funds in the Student Union operating budget to meet this objective as deemed appropriate by the committee. It shall consist of eleven persons: (i) seven shall be College students including the President and Vice President of the Student Association, or their designees; the Campus Affairs Coordinator of the Student Association; the President of the College Union Program Board; two members of the Congress of Club Presidents elected by that body; and one non-traditional student government president elected by the four non-traditional presidents; (ii) two shall be non-student members; and (ii) two shall be the Director of Student Life and the Assistant to the Dean of Students, both of whom shall be non-voting.
- F. **Capital Improvements:** Subject to the approval of the College, shall work with the Executive Director on all aspects of the development and implementation of capital improvements and renovations to the Student Union building, and shall report to the Board of Directors or the Executive Committee. It shall consist of six persons: three shall be students on the Board of Directors and selected by the Board of Directors, two shall be non-student members of the Board of Directors and selected by the Board of Directors, and one shall be the Executive Director of the Student Union who shall serve as Chairperson of the Committee.
- G. **Food Services:** Shall advise the Executive Director regarding development and implementation of food services, including catering, in the Student Union. Advice may cover such topics as policies, menus, quantities, pricing, issues regarding the food service provider(s) at the Student Union, and changes in aspects of the Student Union food services and food services facilities. The Executive Director shall share the Food Service Committee's advice with the Queen College Auxiliary Enterprises

Corporation, which contracts with the various food service providers at the College, including the Student Union. The Committee shall have seven members: five (5) students and two (2) Corporation employees, at least four (4) of whom also serve on the College-Wide Food Services Committee.

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 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. The chair of each committee shall be appointed by its members unless appointed by the Board of Directors, 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.

Section 4 - Alternates:

Members of committees of the Corporation may send alternates to any meetings in their place, provided however, that this designation is made in writing by the principal.

ARTICLE VII - Assets and Funds

Section 1 - Ownership:

No Member, 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 Corporation shall be deposited in an account or accounts in the name of the Corporation in a bank or banks designated by the President and shall be used solely to pay the proper expenses of the Corporation. Funds shall be withdrawn from such bank account or accounts only upon the written authorization and signature of both the Treasurer and Secretary, or 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 judgement of the Board of Directors, shall not immediately be required to effect the purposes 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 - Examination and Audits:

The Corporation's financial records and accounts shall be audited annually, and at such other times as directed by the Board of Directors, by an independent certified public

accountant or firm designated by the Audit Committee. All books, records, and accounts of the Corporation shall be subject to examination and audit by the Board of Trustees of the City University of New York at any time.

Section 4 - Dissolution:

In case of dissolution of the Corporation, the assets remaining after payment of its just debts and obligations shall be transferred to the Board of Trustees of the City University of New York for the use of Queens College.

ARTICLE VIII - Amendments

Section 1 - Procedure:

These Bylaws may be amended only at a duly held annual or special meeting of the Corporation by vote, in person or by proxy, of a majority of the Members of the Corporation eligible to vote at such a meeting, provided that notice of the purpose of the proposed amendment has been stated in the notice of meeting.

ARTICLE IX

Section 1 - The fiscal year of the Corporation shall be July 1 to June 30.

ARTICLE XI - Indemnification

Any person made a party to any action, suit or proceeding, civil or criminal, by reason of the fact that he/she, his/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 him/her 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 proceeding that such Officer or Director is liable for misconduct in the performance of his/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/her duties, if such Director or Officer, was acting in good faith in what he/she considered to be the best interest of the Corporation and with no reasonable cause to believe that the action was illegal.

Approved by the Corporation on: May 26, 2015

Approved by the CUNY Board of Trustees on June 29, 2015, Cal. No. 6.A