

**BY-LAWS
OF
NEW YORK CITY COLLEGE OF TECHNOLOGY FOUNDATION**

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ARTICLE I NAME AND OFFICES

Sec. 1 - Name

This corporation shall be known as the New York City College of Technology Foundation, hereinafter referred to as the "Foundation".

Sec. 2 - Offices

The principal office of the Foundation shall be in the Borough of Brooklyn, County of Kings, City and State of New York. The Foundation may also have offices at such other places within or without this state as the Board of Directors may from time to time determine or the business of the Foundation may require.

ARTICLE II PURPOSES

Sec. 1 - Purposes

The purposes for which this Foundation has been organized are as follows:

Exclusively for charitable and educational purposes within the meaning of section 302 [b] and [c] of the New York State Not-For-Profit Corporation Law, and within the meaning of Section 501 [c] [3] of the Internal Revenue Code, and subject to the limitations of the foregoing definition, specifically they are as follows:

In order to promote the welfare of the New York City College of Technology, hereinafter referred to as the "College", and

Sec. 2 - Policy

To raise, accumulate and contribute funds to meet those needs of the College, its students and the community not included or adequately covered by tax levy budgets.

Sec. 3 - Programs

To undertake programs to secure and to receive and administer tax-deductible, charitable contributions to meet the needs stated above.

Sec. 4 - The Foundation

To do any other thing incidental to or connected with the above stated purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its membership,

directors or officers, except as permitted under Article 5 of the Not-For-Profit Corporation Law.

The Foundation is not an agency of the State or City of New York, or the Research Foundation of the State or City University of New York.

The Foundation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in Section 202 of the Not-For-Profit Corporation Law or any other statute of the State of New York.

ARTICLE III MEMBERSHIP

Sec. 1 - Board of Directors

There shall be a Board of Directors which shall consist of not less than three directors and not more than thirty-five; the number to be recommended by the Executive Committee and voted upon by a majority of the Board of Directors. The President of the College shall be an ex-officio member.

The Executive Committee encourages and solicits nominations of alumni, members of the faculty, and other friends and supporters of the College to serve on the Foundation Board of Directors. The Executive Committee may, at its discretion, recommend such nominees to the full Board for approval as members for a designated term.

The President of the Student Government shall serve as an ex-officio non-voting member of the Board by virtue of position.

Sec. 2 - Qualifications for Membership

The Directors of the Foundation, hereinafter referred to as the "Board", shall consist of the current members of the Foundation, and additional members shall be selected as herein provided.

Sec. 3 - Categories and Privileges of Membership

Members of the Foundation may be of the classifications: Directors and Honorary Directors.

Directors shall have one vote and such voting may not be done by proxy.

The Directors shall have power to elect any outstanding person as an Honorary Director in the same manner as herein provided for Directors. The number of Honorary Directors shall be at the discretion of the Directors.

Except as may otherwise be provided, by the By-Law, or by the Certificate of

Incorporation or by these by-laws, the number, qualifications, rights, privileges, responsibilities, and the provisions governing terms of membership, shall be determined by the Board.

Sec. 4 - Election of Directors

Additional Directors shall be elected by a majority of the Directors present at an Annual or Special Meeting of the Board.

Directors shall be divided into three classes, one-third [1/3] of whose terms shall expire each year.

The name of the proposed Director may be submitted to the Executive Committee by an existing Director, or a group thereof.

Sec. 5 - Term of Directors

The members of each class of Directors shall be elected for a regular term of three years, expiring on June 30 of the third year. The election of Directors to fill regularly expiring terms shall be held at the Annual Meeting of the Board of Directors.

Sec. 6 - Limitation of Service

Service on the Board shall be limited to an aggregate period of eighteen years each. Any person who has served on the Board the aggregate period shall automatically become an Honorary Director for life.

Sec. 7 - Vacancies

A vacancy on the board may be filled by a majority of Directors present at an Annual or Special Meeting of the Board.

Sec. 8 - Resignation and Removal

The Board may remove Directors only with cause by two-thirds [2/3] of the members present at a Regular or Special Meeting.

A Director may resign at any time by giving written notice to the Board, the Chair or the Secretary of the Foundation. Unless otherwise specified in the Notice, the resignation shall take effect upon receipt thereof by the Board or such officer and the acceptance of the resignation shall not be necessary to make it effective. The chair or designee shall contact the Director regarding their continued interest in serving on the Board.

ARTICLE IV MANAGEMENT OF THE FOUNDATION

Sec. 1 - Regular Meetings

Regular meetings of the Board shall be held at least four times a year. The Chair shall fix the dates.

Sec. 2 - Annual Meeting

The Annual Meeting of the Board shall be held during the months of May or June each and every year. The Chair shall fix the date.

The Secretary shall notify every member of the Board telling the time, place and agenda of such Annual meeting.

At each Annual Meeting the membership shall elect Officers, Directors, and Honorary Directors, and conduct such other business as described herein below.

A Regular Meeting of the Board shall be held immediately following the Annual Meeting at the place of the Annual Meeting.

Sec. 3 - Special Meetings

Special meetings may be called by the Chair when s/he deems it for the best interest of the Foundation. The Secretary shall notify every member of the Board telling the time, place and agenda of such meeting.

At the request of three [3] Directors, the Chair shall cause a Special Meeting to be called. But such request must be made in writing at least two weeks before the requested scheduled date.

Sec. 4 - Place and Time of Meetings

The Board may hold its meetings at the office of the Foundation or at such other places, either within or without the State, as it may from time to time determine.

Sec. 5 - Quorum

The presence of not less than one-third [1/3] of the Directors shall constitute a quorum and shall be necessary to conduct the business of the Foundation; but a lesser number may adjourn the meeting for a period of not more than four weeks from the date scheduled and the Secretary shall notify all Directors of the re-scheduled meeting. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

Sec. 6 - Action of the Board

Unless otherwise required by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

Sec. 7 - Order of Business

The order of business at any meeting shall be determined by the Chair.

Sec. 8 - Voting

At all meetings, except for the election of officers, all votes shall be viva vote.

Ballots shall be provided for the election of officers, and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

Notwithstanding the above provision, if a majority of members in attendance so require the provision for ballots may be waived.

At any regular or special meeting if a majority so requires any question may be voted upon in manner and style provided for the election of officers.

At all votes by ballot the Chair of such meeting shall immediately prior to the commencement of balloting appoint an "Inspector of Election" and who shall at the conclusion of such balloting report to the Chair the results.

No "Inspector of Election" shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE V OFFICERS

Sec. 1 - Officers, Election, Term

Unless otherwise provided for in the Certificate of Incorporation, the Board shall elect a Chair, one or more Vice-Chair, a Secretary and a Treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided.

Each officer shall be elected by the Board at the Annual Meeting to serve for a period of

three years; and shall hold office for the term for which s/he is elected until his/her successor has been elected.

All officers shall be elected to hold office until the meeting of the Board following the Annual Meeting.

Sec. 2 - Removal, Resignation or Vacancy

Any officer elected by the Board may be removed by the Board with cause by two-thirds [2/3] of the members present at a Regular or Special Meeting.

In the event of the death, resignation or removal of an officer, the Board in a Special Meeting shall elect a successor to fill the unexpired term.

Sec. 3 - Chair

The Chair shall have general supervision and control of the affairs of the Foundation. S/he shall preside over meetings of the Directors and at all meetings of the Executive Committee; and shall have such other powers and duties as may be prescribed by the Board.

Sec. 4 - Vice-Chair

During the absence or disability of the Chair, the Vice-Chair, or if there are more than one, the First Vice-Chair, shall have all the powers and functions of the Chair. Each Vice-Chair shall perform such other duties as the Board shall prescribe.

Sec. 5 - Treasurer

The Treasurer shall have the care and custody of the money and securities of the Foundation; shall keep regular accounts and shall submit them, together with all the vouchers, receipts, records and other papers to the Board for their examination and approval as often as they may require;

At the end of each fiscal year, s/he shall have an audit of the accounts of the Foundation made, and shall present such audit in writing at the Annual Meeting of the Board, at which time s/he shall present an Annual Report setting forth in full the financial conditions of the Foundation; and shall have such other powers and perform such other duties as may be prescribed by the Board.

Sec. 6 - Secretary

The Secretary shall issue notices of all Director and Executive Committee Meetings and shall attend and keep the minutes of the same; shall have charge of all Foundation

books, records and papers; shall be custodian of the corporate seal; and shall have such other powers and perform such other duties as may be prescribed by the Board.

Sec. 7 - Executive Director

The Executive Director shall be appointed by the Board to implement the policies and manage the affairs of the Foundation.

If the position of Executive Director should become vacant, then candidates for the position shall be nominated by a nominating committee of not less than three nor more than five members appointed by the Chair of the Board.

The committee shall consider all worthy applicants and shall recommend three individuals to the President of the College. The President will select one candidate for submission to the Board who will appoint the Executive Director by a majority vote.

In the event that none of the individuals recommended are acceptable to the President, the committee shall continue its search.

The Executive Director shall have the general powers and duties of management and such other powers and duties as may be prescribed by the Board, and shall have the right to attend all of the meetings.

Sec. 8 - Compensation and Salaries.

Officers and Directors shall not receive compensation for their services, but by resolution of the Executive Committee, expenses may be allowed if incurred in the performance of Foundation business.

The Board shall hire and fix the compensation of any and all employees paid by the Foundation which in its discretion may be determined to be necessary in the conduct of the business of the Foundation.

ARTICLE VI EXECUTIVE AND OTHER COMMITTEES

Sec. 1 - Executive Committee

The officers of this Foundation shall compose the Executive Committee. The President of the College shall be an ex-officio member.

There shall be at the discretion of the Board at least one and not more than three at-large members who shall be elected at the Annual Meeting in the same manner as hereinabove been described for officers. Vacancies shall occur and be filled in the same manner as has hereinabove been described for officers.

The election of a Director to the Executive Committee shall, where necessary, automatically extend that person's term of office for a period of time sufficient to insure that s/he can fulfill his/her full term.

Sec. 2 - Time, Place and Number of Executive Committee Meetings

Meetings of the Executive Committee shall be held at such time and place as the Chair may direct; if the Chair is absent or unable, or refuses to act, by the First Vice-Chair, or if the Vice-Chair be absent, unable or refuses to act, by the Secretary or by any two [2] members of the Committee.

The number of regularly scheduled meetings of the Executive Committee shall be at least, but not limited to, four per year.

Sec. 3 - Quorum

A majority of the Executive Committee shall be necessary to constitute a quorum for the transaction of business, but a majority of those present at any meeting shall have power to adjourn the meeting to a future time.

Sec. 4 - Committees

The Board, by resolution adopted by a majority of the entire Board, may designate from among its member such other committees as is necessary for the functioning of the Foundation.

Each committee shall consist of no less than three [3] directors. The Chair of each committee shall be designated by the Chair of the Foundation, and shall be given such title as s/he deems necessary or beneficial to assist in the performance of their charge to include the title of Vice-Chair, unless otherwise determined by the Executive Committee or the Board. Each such Committee shall serve at the pleasure of the Board with each member serving a three-year term.

Sec. 5 - Standing Committees

As Standing Committees, there shall exist an Audit, By-Laws, Grants, Investment, Membership, Nominating and Special Events Committee whose function shall be to advise the Board and make recommendations. All standing committee members are appointed by the Board Chair.

ARTICLE VII AUTHORITY FOR FINANCIAL TRANSACTIONS

Sec. 1 - Authority

The Board, except as otherwise provided, may authorize any officer or agent to enter into any contract or execute any instrument in the name and on behalf of the Foundation, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer or agent shall have any power or authority to bind the Foundation by contract or pledge its credit or render it liable for any purposes or to any amount.

Sec. 2 - Signatures on Financial Documents

All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of, or payable to the Foundation, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Executive Committee.

Sec. 3 - Sureties and Bonds

At the expense of the Foundation, the Executive Committee or the Board may require any of the officers, agents and other employees of this Foundation to furnish a bond in such form, and with one or more sureties, as may be satisfactory to the Executive Committee or the Board for the faithful performance of the duties of his/her office.

ARTICLE VIII PROCEDURE

Sec. 1 - Construction

If there be any conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern.

Sec. 2 - Procedure

On all questions of parliamentary procedure, Robert's Rules of Order shall prevail.

ARTICLE IX INDEMNIFICATION

To the full extent permitted by law, the Foundation shall defend and indemnify each person made or threatened to be made a party to any civil or criminal action or proceeding by reason of the fact that such person is or was a member of the Board of the Foundation.

ARTICLE X AMENDMENTS

Sec. 1 - Procedure

Amendments may be proposed by any member of the Board. Such a proposed amendment may be ratified at a meeting of the Board by a two-thirds [2/3] vote of the Directors present and entitled to vote; provided that no vote shall be taken on a proposed amendment unless notice had been sent to each and every Board member stating the substance and purpose of the amendment and the date, time and place of the meeting at which the vote is to take place.

Sec. 2 - Amendment of Election Procedures

If any By-Law regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting for the election of Directors the By-Law so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE XI DISSOLUTION

If this Foundation be dissolved, either voluntarily or in any other manner, any and all funds, assets, records, etc. belonging to the Foundation shall revert to New York City College of Technology to be used for the same purposes as hereinabove set as the purposes of this organization.