

Dated: October 17, 2005

BYLAWS  
OF THE  
COLLEGE ASSOCIATION AT DELHI, INC.  
TWENTY-FOURTH REVISION

ARTICLE I - NAME AND PURPOSES

Section 1. Name. This corporation shall be known as the College Association at Delhi, Inc.

Section 2. Purposes. The general purposes of the College Association at Delhi, Inc. (hereinafter "Association") are educational within the meaning of Section 5 01 (c)(3) and 509 (a)(3) of the Internal Revenue Code and its regulations, and within this meaning the general purposes shall be to establish, operate, manage, promote, and cultivate educational activities and relationships incidental thereto by, between, and among the students and faculty of the State University College of Technology at Delhi and to aid the students, faculty, and administration of the College in the furtherance of their education and studies, work, living, and co-curricular activities incidental thereto, in collaboration and coordination with the educational goals of the College.

No part of the net earnings of the Association shall inure to the benefit of or be distributed to nor shall there be the right to receive or be lawfully entitled to receive any pecuniary profit from the operation thereof to its Members, Directors, Officers, or other private persons, except the Association shall be empowered to pay reasonable compensation for services rendered in effecting one or more of such purposes and to make payments and distribution in furtherance of the purposes set forth above.

Upon the dissolution of the Association the Board of Directors shall, after paying or making provision for the payment of all of the just debts, transfer to the State University of New York for the benefit of the State University College of Technology at Delhi or other campus approved entity organized for similar purposes, the remaining assets of the Association.

ARTICLE II - MEMBERSHIP REPRESENTATION

Section 1. Eligibility. The Members of the Association shall be representatives of the faculty, students and officers of the administration of the campus, as may be defined in the following listing or who are duly appointed or elected, and who advise the Secretary of the Association of the acceptance of membership within two weeks after the receipt of notification from the Secretary of their eligibility to membership. Appointments and elections of Members of the Association shall be completed two (2) weeks prior to the Membership Meeting. The President of the College shall be a member ex officio. There shall be a Membership Meeting of the Association on or about the first Thursday in May whereby appointments and elections of Members of the Association and naming of the Board of Directors shall take place. These appointments and elections are to be effective as of the start of the next fiscal year. In addition, there will be a business meeting of the Membership in October of each year as noted in Article III, Section 1.

1. President of the College - ex officio, voting member
2. Director of Business Affairs or Chief Financial Officer or VP for Business & Finance
3. Provost
4. Dean of Student Life or Vice President for Student Life
5. Director of Residence Life
6. Director of Administrative Services
7. - 8. Member of Administration appointed by the President
9. Presider of Faculty Senate
- 10.-13. Faculty elected by division
- 14.-16. Faculty elected by Senate
17. President of the Student Senate
18. Vice President of the Student Senate
19. Recording and Corresponding Secretary of the Student Senate
20. Treasurer of the Student Senate
- 21.-24. Members of the student body appointed by the President of the Student Senate and approved by the Student Senate

Section 2. Termination of Membership. (a) Any member of this Association who ceases to occupy one of the positions specified in the foregoing Section, or who ceases to be a member of the administration, faculty, or student body, shall thereupon immediately cease to be a member of the Association and his or her membership shall be deemed terminated as of that date.

(b) Any member may withdraw from the Association by presenting to the Secretary a written resignation, which resignation shall be presented to the Board of Directors by the Secretary at the next meeting thereof following receipt of such resignation.

(c) Any member may be suspended for a period or expelled for cause, such as violation of any of the bylaws or rules of the Association. Such suspension or expulsion shall be by the unanimous vote of the full membership of the Board of Directors with the exception of the vote of the person proposed for suspension or expulsion, if he or she is a member of the Board of Directors. At least fifteen days before a vote may be taken for the suspension or expulsion of a member, a statement of the charges against him or her and a notice of the time when and place where the Board of Directors proposes to take action must be sent to such member by registered mail at his or her last recorded address; such member shall be given an opportunity to answer the charges at the time and place mentioned in the aforesaid notice.

Section 3. Vacancies. Upon the failure of a person occupying one of the positions specified in Section 1 of Article II hereof to accept membership or in the event of the death, resignation, or other failure of a member to continue membership, a majority of the remaining Members, though less than a quorum, may fill the vacancy thereby created by electing a new member; provided, however, that the new member must be a representative of the same group (faculty or student body), as the member who failed to qualify, accept membership, resigned, or was expelled. For vacancies that occur in the administration representation, the President of the College shall appoint an administrator to fill the existing vacancy. A person so elected to fill a vacancy shall serve until his or her successor qualifies by occupying the applicable position specified in Section 1, Article II hereof and by duly advising the Secretary of his or her acceptance of membership.

Section 4. Effect of Termination. The rights of any person as a member of this Association, including his or her right to vote, shall cease immediately upon termination of the membership.

Section 5. Voting Right. Each member shall have one vote only at a meeting of the Association.

### ARTICLE III - MEETINGS OF MEMBERS

Section 1. Semi-Annual Meetings. Members of the Association shall meet semi-annually in October and May. There shall be a Business Meeting on or about the second Thursday of October in each year for receiving the annual reports of Officers, Directors and Committees, and for the transaction of other business. In addition, there will be a Membership Meeting as referenced in Article II, Section 1. If the day designated falls upon a legal holiday or day when the College is not in session, the meeting shall be held on the next succeeding day, not a legal holiday, when the College is in session. Written notice of such meetings, 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 of such meetings. When such notice is mailed it shall be directed to such person at his or her address as it appears on the records of the Association. Such notices shall be served personally or mailed not less than ten or more than thirty days before the meetings and shall state the place, date, time and purpose of the meetings.

Section 2. Special Meeting. Special meetings of the Association may be called by the Board of Directors or the President at any time, at their direction, and shall be called by the President upon written request of three (3) Members. Notice of a special meeting shall be given in the same manner as for the annual meeting.

Section 3. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the Association may be held at any time and at any place, and any action may be taken thereat if notice thereof be waived in writing by three-fourths of the Members of the Association entitled to vote, or by the presence at each meeting in person or by proxy of three-fourths of the Members of the Association entitled to vote.

Section 4. Quorum. The presence in person or by proxy of a majority of the Members of the Association entitled to vote should 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 or 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 are absent, at least one day before such adjourned time.

Section 5. Voting. Members may vote by proxy provided that the proxy is executed in writing by the member and may be revoked at his pleasure, and provided further that no proxy shall be valid after the expiration of eleven months after the date of its execution.

Section 6. Order of Business. The order of Business at all meetings of the Association shall be as follows:

- I. Reading and approval of minutes of last meeting
2. Reports of Officers
3. Reports of Committees
4. Naming of Directors
5. Unfinished business
6. New business

#### ARTICLE IV - DIRECTORS

Section 1. Number. The property, affairs, business and concerns of the Association shall be vested in a Board of Directors consisting of twelve Directors who shall be named at the Membership meeting, with the following representation of the membership.

1. President
2. Director of Business Affairs or Chief Financial Officer or VP for Business & Finance
3. Dean of Student Life or Vice President for Student Life
- 4.-5. Member of Administration appointed by the Campus President
- 6.-7. Members of Faculty
8. Presider of Faculty Senate
9. President, Student Senate
10. Vice President, Student Senate
- 11.-12. Members of Student Body

Association Members occupying the positions designated for membership on the Board of Directors shall become Directors by virtue of their titles. Directors representing the student membership of the Association shall be elected by the student Members. Directors representing the administrative membership of the Association shall be appointed by the President of the College. Directors representing the faculty membership of the Association shall be elected by the faculty Members. The Members of the Board of Directors shall immediately enter upon the performance of their duties and shall continue in office, if otherwise qualified, until their successor shall be duly identified and qualified.

Section 2. Qualifications. All Directors shall be Members of the Association and also Members of the administration, faculty or student body of the College. All Directors shall be 18 years of age or older.

Section 3. Executive Committee. (a) There shall be established an Executive Committee which is made up of the President, Vice President, Secretary, Treasurer of the Association and which will be chaired by the President of the Association.

(b) This Committee will meet on a regular basis to develop an agenda for future Board meetings.

(c) This Committee, by an adopted resolution of a majority of the entire Board of Directors, shall be designated to carry out the duties of the Board of Directors in the absence of the Board pursuant to Section 712 of the Not-For-Profit Corporation Law.

Section (3) 4. Duties and Meetings. The Board of Directors shall have power to hold meetings at such times 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 purpose of the Association. Meetings of the Board of Directors may be called by the President of the Association whenever he or she deems it advisable and meetings shall be called by him or her upon written request of any two Members of the Board of Directors. Three days' notice of meeting of the Board shall be served personally or mailed to all Directors, unless the time requirement of such notice is waived in writing by seven Directors, or by the presence at such meeting of seven Directors.

Assistant Treasurer. The Board of Directors may, from time to time, hire and appoint at will a salaried or nonsalaried Assistant Treasurer of the Association who shall not be a member of the Association and shall assist in the performance of the duties of the Treasurer in his or her absence or at his or her request.

Assistant Secretary. The Board of Directors may, from time to time, hire and appoint at will a salaried or nonsalaried Assistant Secretary of this Association who shall not be a member of the Association and shall assist in the performance of the duties of the Secretary in his or her absence or at his or her request.

Manager of the Association. The Board of Directors may, from time to time, hire and appoint at will a salaried or nonsalaried Manager of the Association who shall be a nonvoting member of the Association and whose duties shall be established by the Board of Directors by resolution. The Board may require said Manager of the Association to furnish such bond or security as it directs, the cost of which shall be borne by the Association.

Section (4) 5. Quorum. The presence of seven Directors shall constitute a quorum for the transaction of 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. Each director shall vote in person and not by proxy.

Section (5) 6. Vacancies. Whenever a vacancy shall occur in the faculty and student representation of the Board of Directors, a majority of the remaining Members, though less than a quorum, may fill the vacancy thereby created by electing a new director who shall serve for the unexpired term of the predecessor. The new director must be a representative of the same constituency as the predecessor. The President of the College shall appoint an administrator to fill any vacancy that occurs in the administration representation on the Board of Directors. The newly appointed director will serve for the unexpired term of the predecessor.

Section (6) 7. Compensation. No director shall receive any compensation from the Association for services performed in his or her official capacity but Directors shall be reimbursed for reasonable expenses incurred in their performance of official duties.

Section (7) 8. Assessments. The Board of Directors shall have no power to impose any liability or assessment upon any member or Members of the Association.

Section (8) 9. Reports. Pursuant to the requirements of Section 46 of the Membership Corporation Law, the Board of Directors shall present at the Business meeting of the Association, 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 the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date; and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and the names and places of residence of the persons who have been admitted to membership in the Association during such a year. Such reports shall be made available to Members of the Association at least one week prior to the business meeting of the Association. Such report shall be filed with the records of the Association and an abstract thereof entered in the minutes of the proceedings of the Annual Meeting of the Association.

Section (9) 10. Liability. As approved in Section 46 of the Membership Corporation Law, in the absence of fraud or bad faith, the Directors shall not be personally liable for the debts, obligations or liabilities of the Association.

#### ARTICLE V - OFFICERS

Section 1. The Board of Directors shall elect a President, Vice President, Treasurer, and Secretary as Officers of the Association. They shall all be 18 years of age or older.

Section 2. President. The Board of Directors shall elect one of the Members of the Board as President of the Association. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and of the Board of Directors. He or she shall be elected for a term of one year but shall continue in office, if otherwise qualified, until a successor shall be duly elected and qualified. He or she shall sign and execute, in the name and on behalf of the Association, all documents required to be executed by the Association and shall perform such other duties as requested by the Board of Directors or as are reasonably incidental to his or her office.

Section 3. Vice President. The Board of Directors shall elect one of the Members of the Board as Vice President of the Association. The Vice President shall be elected for a term of one year but shall continue in office, if otherwise qualified, until his or her successor shall be duly elected and qualified. He or she shall perform the duties of the office of the President in case of death, absence or inability of the president to act. He or she shall perform such other duties as requested by the President or Board of Directors.

Section 4. Treasurer. The Board of Directors shall elect one of the Members of the Board as Treasurer of the Association. The Treasurer shall be elected for a term of one year but shall continue in office, if otherwise qualified, until his or her successor shall be duly elected and qualified. He or she shall be the business and fiscal officer of the Association. He or she shall perform the duties of the office of President in case of death, absence or inability to act of the President or Vice President. The Board of Directors may require the Treasurer to furnish such bond or security as it directs for the faithful performance of his or her duties as requested by the President or Board of Directors.

Section 5. Secretary. The Board of Directors shall elect one of the Members of the Board as Secretary of the Association. The Secretary shall be elected for a term of one year but shall continue in office, if otherwise qualified, until his or her successor shall be duly elected and qualified. He or she shall be responsible for recording the minutes of all meetings of the Association and, when necessary, attest to the official acts of the President and Board of Directors. Whenever a person is elected or appointed to one of the positions specified in Section 1 of Article II hereof, the Secretary shall immediately notify such person, in writing, of his or her eligibility to membership in the Association. 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 Association for services performed in his or 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.

#### ARTICLE VI - ASSETS AND FUNDS

Section 1. Ownership. No member, director, officer, or employee of the Association shall have any right, title or interest in any of the assets and funds of the Association; all assets and funds of the Association shall be owned exclusively by the Association.

Section 2. Disposition. All funds of the Association shall be deposited in an account or accounts in the name of the Association in a bank or banks designated by the Board of Directors and shall be used solely to pay the proper expenses and to advance and promote the purposes of the Association and the College. Funds shall be withdrawn from such bank account or accounts only upon the written authorization or signature of the Treasurer or any other individual designated by the Board of Directors. All funds or other assets of the Association which, in the judgment of the Board of Directors shall not immediately be required to effect the purposes of the Association, may be invested, reinvested, and administered by the Board of Directors in such securities, real estate, or other investments as in the judgment of the Board is sound and proper.

Section 3. All Books, Records and Accounts of the Association shall be subject to examination and audit by the State University of New York and the Comptroller of the State of New York at any time.

Section 4. Dissolution. In case of dissolution of the Association, the assets remaining after payment of its just debts and obligations shall be transferred to the State University of New York or other campus approved entity organized for similar purposes.

ARTICLE V11 - AMENDMENTS

Section 1. Procedure. These bylaws may be amended only by submission of written notice of the proposed change(s) to the President of the College sixty (60) days prior to a duly held semi-annual meeting of the Association, or any duly held special meeting of the Association, and by vote in person or by proxy of a majority of the Members of the Association eligible to vote at such a meeting provided that notice of the purport of the proposed amendment has been stated in the notice of meeting. No such amendment to the bylaws shall take effect until written approval is received from the President of the College and the Vice Chancellor for Finance and Business of the State University.