

AMENDED MARCH 2024

BY-LAWS

OF

BUFFALO STATE COLLEGE CAMPUS HOUSE CLUB, INC.

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A corporation governed by the  
Not-for-Profit Corporation Law of New York

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ARTICLE I

THE CORPORATION

Section 1. Name. The name of the Corporation is BUFFALO STATE COLLEGE CAMPUS HOUSE CLUB, INC. (the “Corporation”).

Section 2. Purposes. The purposes of the Corporation are as set forth in its certificate of incorporation, as amended from time to time.

ARTICLE II

MEMBERSHIP

Section 1. Classifications of Members. The membership of the Corporation shall consist of (a) voting members.

Section 2. Voting Members. Voting members shall be those persons who (a) are members of the faculty, staff or College Council of Buffalo State College (the “College”), retired members of the College faculty or staff, surviving spouses of deceased members of the College faculty or staff, members of advisory boards who have been appointed by the College to serve College departments, academic units or centers of excellence, College alumni, and contributors to the

College who (b) have applied to the Corporation for membership and (c) have paid all required membership dues (the “Voting Members”). APPENDIX A

Section 3. Evidence of Membership. Membership in the corporation shall be evidenced by the inclusion of the member’s name and classification in a list of members to be maintained under the direction of the Secretary. In addition, the Board of Directors may authorize the President of the Board of Directors of the Corporation to issue a certificate of membership to each member.

Section 4. Resignation. Any Voting Member may resign as a member of the Corporation at any time by giving written notice to the Executive Committee. All unpaid dues and any other amounts owing to the Corporation by the resigning member must be paid in full when notice of resignation is given.

Section 5. Suspension or Expulsion. In addition to termination of membership for failure to pay dues as described in Article XI, Section 2 of these by-laws, any Voting Member may be suspended or expelled for cause, including conduct that, in the judgment of the Executive Committee, is improper, prejudicial or detrimental to the Corporation. Conduct giving rise to possible suspension or expulsion may be brought to the attention of the Executive Committee by any member of the Board of Directors or the Executive Committee or by any member of the Corporation. Upon receipt of information concerning such conduct, the Executive Committee shall schedule a hearing at which the member whose conduct is in question will be permitted to speak or present evidence in his or her own defense. An officer of the Corporation shall issue a written notice to such member and to the Executive Committee stating the basis for the hearing and the time and place of the hearing. Such notice shall be mailed at least 20 days prior to the date of the hearing. At the conclusion of the hearing, the Executive Committee shall determine, by majority vote, the nature of the action to be taken with respect to such member. If the circumstances so warrant, the Executive Committee may suspend any member for cause pending his or her hearing.

Section 6. Reinstatement. A former member of the Corporation whose membership has been terminated for cause, including without limitation, the failure to pay membership dues, may submit to the Executive Committee an application for reinstatement. The Executive Committee, after review of the application, may reinstate such former member at its discretion.

ARTICLE III  
MEETINGS OF THE VOTING MEMBERS

Section 1.     Annual Meeting. An annual meeting of the Voting Members will be held at such time and place as may be designated by the Board of Directors and stated in the notice of the meeting. At the annual meeting, the Voting Members will receive the annual report of the Directors and transact such other business as may properly come before the meeting. The order of business at the annual meeting of the Voting Members shall be:

- Reading of the minutes of the previous meeting of the Voting Members
- Report of the Election Committee
- Committee reports
- Old business
- New business

Section 2.     Special Meetings. Special meetings of the Voting Members may be called by the Board of Directors of the Corporation, or by the President of the Board of Directors of the Corporation and must be called by the Secretary within five days of receipt of a written request of Voting Members entitled to cast at least ten per cent of the total number of votes entitled to be cast at such a meeting. Such request must state the purpose or purposes for which the meeting is to be called and must specify the date and month of the meeting, which shall not be less than two nor more than three months from the date of such request. Each special meeting of the Voting Members will be held at the office of the Corporation, or at such other place as the Board of Directors of the Corporation may determine and the notice of the meeting specifies.

Section 3.     Notice of Meetings. Written notice of each meeting of the Voting Members must be given, personally or by mail, not less than 10 or more than 50 days before the date of the meeting, to the Voting Members. If mailed, such notice must be deposited in the United States mail, with first-class postage thereon prepaid, directed to each Voting Member at his or her address as it appears on the Corporation's record of Voting Members. The notice must state the place, date and time of the meeting. Notice of a special meeting must also state the purpose or purposes for which

the meeting is being called and indicate that the notice is being issued by or at the direction of the person or persons calling the meeting. The notice need not refer to the approval of minutes or to other matters normally incident to the conduct of the meeting.

Section 4.     Waiver of Notice. Formal notice of a meeting need not be given to any Voting Member who executes a waiver of notice either before or after the meeting. Attendance of a Voting Member at any meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, constitutes a waiver of notice.

Section 5.     Quorum. At each meeting of the Voting Members for the transaction of any business, a quorum for the transaction of business shall consist of one-tenth of the Voting Members. The Voting Members present may adjourn any meeting, despite the absence of a quorum.

Section 6.     Voting. Each Voting Member in good standing shall be entitled at every meeting of Voting Members to one vote on all matters appropriate for consideration by the Corporation's membership. All corporate action to be taken by vote of the Voting Members shall, except as otherwise provided by law, the certificate of incorporation or these by-laws, be authorized by a majority of the votes cast. The vote for directors, or upon any question before a meeting of Voting Members, shall not be by ballot unless the person presiding at such meeting shall so direct or any Voting Member shall so demand.

Section 7.     Written Consent of the Voting Members. Any action that may be taken at a meeting of the Voting Members may be taken without a meeting on written consent. Any such written consent must set forth the action so taken and must be signed by all of the Voting Members entitled to vote thereon.

Section 8.     Procedure. The President of the Board of Directors of the Corporation shall preside over all meetings of the Voting Members. In his or her absence, the Vice-President shall preside. In the absence of both the President and the Vice-President, those present shall elect a temporary presiding officer to preside over the meeting. The order of business at every meeting of the Voting Members shall be determined by the presiding officer. Roberts Rules of Order, Revised, shall be the parliamentary authority for all matters of procedure.

Section 9.     Reports. The Board of Directors must present at each annual meeting of the Voting Members a report, verified by the President and the Treasurer or a majority of the Directors, showing in appropriate detail the following:

- a.     the assets and liabilities, including the trust funds, of the Corporation as of the end of a 12-month fiscal period of the Corporation terminating not more than 6 months prior to said meeting.
- b.     the principal changes in assets and liabilities, including trust funds, during said fiscal period.
- c.     the revenue or receipts of the Corporation, both unrestricted and restricted to purposes, during said fiscal period.
- d.     the expenses or disbursements of the Corporation, for both general and restricted purposes, during said fiscal period; and
- e.     the number of Voting Members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during that fiscal period, and a statement of the place where the names and places of residence of the current Voting Members may be found.

Each such report will be filed with the records of the Corporation and a copy or an abstract thereof will be entered in the minutes of the proceedings of the annual meeting at which the report is presented.

ARTICLE IV  
BOARD OF DIRECTORS

Section 1.     Management of Corporate Affairs. Except as otherwise provided by law, or by the certificate of incorporation of the Corporation and these by-laws, the activities, property, and affairs of the Corporation will be managed by its Board of Directors.

Section 2. Number and Qualifications. The Board of Directors will consist of sixteen Directors, twelve of whom will be Elected Directors and four of whom will be Ex Officio Directors. All the Elected Directors must be Voting Members in good standing. The Elected Directors must include at least one representative from each of (a) the College faculty, (b) the College faculty emeritus and or retired staff, (c) the College staff and (d) the College alumni. The Ex Officio Directors shall be the Chairperson of the College's Hospitality and Tourism Department, the Director of Campus House, the College Vice President for Finance and Management (or his or her designee) and the Executive Director of the Buffalo State College Foundation (or his or her designee). All members of the Board of Directors must be at least eighteen years of age. The term "Entire Board" means the total number of Directors that the Corporation would have if there were no vacancies.

Section 3. Election and Term of Office of Elected Directors. Except as otherwise provided by law or these by-laws, Elected Directors will be elected by the Voting Members through electronic ballot. The Elected Directors will be divided into 3 classes of 4 Elected Directors each, designated Class I, Class II and Class III, for purposes of staggering their terms of office. At the 2002 annual meeting of the Voting Members, Class I, Class II and Class III Directors will be elected for terms expiring at the 2003 annual meeting, the 2004 annual meeting and the 2005 annual meeting, respectively. At each succeeding annual meeting commencing in 2003, successors to the class of Elected Directors whose terms then expire will be elected for terms expiring at the third succeeding annual meetings of the Voting Members. Each Elected Director will be elected for a term of 3 years and until his or her successor has been elected and qualified; provided, however, that Elected Directors may be elected to a term of less than 3 years if necessary to maintain approximately equal class sizes. No Elected Director may serve for more than 2 consecutive 3-year terms. Any Elected Director who has served 2 consecutive three-year terms will not be eligible for re-election until 1 year after the end of the second consecutive term. Election to a term of less than 3 years in order to maintain approximately equal class sizes, or to fill a vacancy for less than 3 years, will not be counted for the purpose of determining successive term limitations. Newly created directorships or any decrease in directorships will be so apportioned among the classes of Elected Directors as to make all classes as nearly equal in number as possible, but in no case will a decrease in the number of Elected Directors shorten the term of any incumbent Elected Director.

Section 4.     Ex Officio Directors. Any Director serving ex officio shall serve for so long as he or she remains in the office from which his or her membership is derived, or until such time as he or she resigns or is removed pursuant to Section 6 or Section 7 of this Article IV.

Section 5.     Vacancies and Newly Created Directorships. Vacancies occurring among Elected Directors and newly created directorships may be filled by the Voting Members at any meeting of the Voting Members. Any vacancy occurring in the office of any Elected Director who is a member of the College faculty, the College faculty emeritus, the College staff or the College alumni must be filled with another member in good standing from the group from which the Director who previously occupied the vacant seat on the Board was selected.

Section 6.     Resignation. Any Director may resign at any time by giving written notice to the President, the Vice-President, or the Secretary of the Corporation. Such resignation will take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation will not be necessary to make it effective.

Section 7.     Removal. Any Director may be removed for cause by the Board, provided there is a quorum of not less than a majority of the Entire Board present at the meeting at which such action is taken, or with or without cause by the Voting Members. For purposes of this Section, cause will include, but not be limited to, unexcused absence from 3 consecutive Board meetings.

Section 8.     Compensation. No Director may receive, directly or indirectly, any salary, compensation or emolument from the Corporation except, where authorized by the Board, reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

## ARTICLE V

### MEETINGS OF DIRECTORS

Section 1.     Regular Meetings. Regular meetings of the Board, for the transaction of such business as may be set forth in the notice of the meeting, will be at such time and place as may be determined by the Board and the notice of meeting specifies.

Section 2. Special Meetings. Special meetings of the Board may be called at any time by the President and may also be called by the Secretary upon the written request of at least three Board members. Each special meeting of the Board will be held at such time and place as the President determines and the notice of the meeting specifies.

Section 3. Annual Meeting. The annual meeting of the Board of Directors will be the next regular meeting of the Board following the annual meeting of the Voting Members. At the annual meeting of the Board, the Board will elect Officers and may transact any other business that may properly come before the meeting.

Section 4. Notice of Meetings. Notice of each regular or special meeting of the Board of Directors stating the time and place thereof will be given by the President or the Secretary to each Director not less than 5 days before the meeting, by mailing the notice, postage prepaid, addressed to each Director at his or her residence or usual place of business, or not less than 3 days before the meeting, by delivering the notice to each Director personally, by telecopy, by telephone or by electronic mail.

Section 5. Waiver of Notice. Formal notice of a meeting need not be given to a director if the Director executes a waiver of notice either before or after the meeting. The attendance of a director at any meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, constitutes a waiver of notice.

Section 6. Quorum. At all meetings of the Board, except as otherwise provided by law or these by-laws, a quorum will be required for the transaction of business and will consist of a majority of the Entire Board. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Formal notice of any adjournment must be given to Directors who were absent at the time of the adjournment.

Section 7. Action by the Board. Each Elected Director and each Ex Officio Director is entitled to one vote on each matter properly submitted to the Directors for action at any meeting of the Board. Unless otherwise required by law or provided in these by-laws, the vote of a majority of



the Directors present at the time of the vote, provided that a quorum is then present, will be the act of the Board.

Section 8. Procedure. The President shall preside over all meetings of the Board. In his or her absence, the Vice-President shall preside. In the absence of both the President and the Vice-President, those present shall elect a temporary presiding officer to preside over the meeting. The order of business at every meeting shall be determined by the presiding officer. Roberts Rules of Order, Revised, shall be the parliamentary authority for all matters of procedure.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all of the Director's consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors must be filed with the minutes of the proceedings of the Board.

Section 10. Presence at Meeting by Telephone. Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means constitutes presence in person at the meeting.

Section 11. Minutes. The Secretary will maintain complete and accurate minutes of each Board meeting and will retain each unanimous written consent executed by Board members. All minutes and written consents must be maintained in the permanent records of the Corporation.

## ARTICLE VI COMMITTEES

Section 1. Executive Committee and Other Standing Committees of the Board. The Board of Directors, by resolution or resolutions adopted by a majority of the Entire Board, may designate from among its members an Executive Committee and other standing committees, each consisting of 3 or more Directors, and each of which, to the extent provided in the resolution or these by-laws, will have all the authority of the Board, except that no such committee may have authority as to the following matters:

- a. the submission to the Voting Members of any action requiring approval of the Voting Members.
- b. the filling of vacancies in the Board of Directors or in any committee.
- c. the approval of any compensation or reimbursement of any Director.
- d. the amendment or repeal of these by-laws or the adoption of new by-laws; and
- e. the amendment or repeal of any resolution of the Board which by its terms is not so amendable or repealable.

The Board may designate one or more Directors as alternate members of any standing committee, who may replace any absent member or members at any meeting of such committee. Each standing committee will serve at the pleasure of the Board.

Section 2. Executive Committee. The Executive Committee will consist of the President, the Vice-President, the Secretary, and the Treasurer of the Corporation and one Elected Director or Ex Officio Director selected annually by the Board. Except as provided in Article VI, Section 1 of these by-laws, the Executive Committee will have the authority to act for the Board of Directors between meetings of the Board.

Section 3. Special Committees of the Board. The Board may create such special committees of the Board as may be deemed desirable. The members of such committees, who must be Directors of the Corporation, will be appointed by the President with the consent of the Board. Special committees of the Board will have only those powers specifically delegated to them by the Board and in no case will have powers which are not authorized for standing committees under these by-laws. Each special committee of the Board will serve at the pleasure of the Board, and unless otherwise determined by the Board, the term of office of each member of a special committee shall be two years. At a minimum, the special committees of the Board shall consist of the following:

- a. Nominating Committee. At least one meeting of the Nominating Committee will be held approximately 3 months prior to the next scheduled annual meeting of the

Voting Members. The Nominating Committee will provide the Voting Members with nominations of candidates for election to the Board pursuant to Article IV, Sections 2, 3 and 5 of these by-laws, and will provide the Board with a slate of candidates to be elected as Officers pursuant to Article VII, Section 1 of these by-laws.

- b. Finance Committee. Prior to the annual meeting of the Voting Members, the Finance Committee, together with the director of Campus House, shall prepare and submit to the Executive Committee a summary report on the financial status of the Corporation.
- c. Facilities Committee. The House Committee shall make recommendations concerning rules for the use of facilities available to the members of the Corporation.
- d. Membership Committee. The Membership Committee shall develop programs to foster membership in the Corporation and shall recommend, when necessary, changes in membership eligibility.
- e. Program Committee. The Program Committee shall recommend functions that would be of interest to members of the Corporation and shall recommend, in consultation with the director of Campus House, an annual schedule of activities for the members.

Section 4. Committees of the Corporation. The Board or the Voting Members of the Corporation may create Committees of the Corporation, which may be comprised of or include persons who are not Directors of the Corporation. Any such committee will be strictly advisory and will have no authority to act on behalf of the Corporation. All provisions of the Not-for-Profit Corporation Law and these by-laws applicable to officers will apply to members of such committees.

Section 5. Terms of Committee Service. A committee member will be eligible for re-election or reappointment to any committee on which he or she has served for additional terms, without limit.

Section 6. Acts and Proceedings. All actions of the Executive Committee within the scope of its authority will be deemed to be actions of the Board. All actions taken by other

committees must be submitted to the Board or to the Executive Committee for approval, except as may be otherwise provided in these by-laws or in the resolutions creating such committees. The Executive Committee and each other committee will keep regular minutes of its proceedings and will make regular reports to the Board of Directors.

Section 7.     Meetings of Committees. Each committee will meet at such times and places as the chairperson of the committee determines and the notice of the meeting specifies. Meetings of all committees will be governed by the provisions of Sections 4-10 of Article V of these by-laws, which govern meetings of the Board.

## ARTICLE VII

### OFFICERS

Section 1.     Officers. The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors will, at each annual meeting of the Board, elect the Officers from among the Directors. The Board may from time to time elect or appoint such additional Officers as it may determine. Such additional Officers will have such authority and perform such duties as the Board may prescribe.

Section 2.     Term of Office. The Officers will, unless otherwise determined by the Board of Directors, hold office until the next annual meeting of the Board following their election and until their successors have been elected and qualified. Each additional Officer appointed or elected by the Board will hold office for such term as is determined by the Board and until his or her successor has been elected or appointed and qualified. Any Officer, however, may be removed or have his or her authority suspended by the Board at any time, with or without cause. If the office of any Officer becomes vacant for any reason, the Board may fill such vacancy.

Section 3.     Resignation. Any Officer may resign at any time by notifying the Board of Directors, the President, the Vice-President, or the Secretary of the Corporation in writing. Such resignation will take effect at the time specified therein and unless otherwise specified in such resignation, the acceptance thereof will not be necessary to make it effective.

Section 4.     Duties of Officers May Be Delegated. In case of the absence or disability of an Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board, except where otherwise provided by law, may delegate the powers or duties of any Officer to any other Officer or Director of the Corporation.

Section 5.     The President. The President will preside at all meetings of the Board of Directors and of the Voting Members and will perform such other duties as usually pertain to the office or are properly required by the Board of Directors. In addition, the President shall insure that the names of Board member candidates selected by the Nominating Committee are posted at the members' meeting place at least 10 days before the annual meeting of the Voting Members.

Section 6.     The Vice-President. The Vice-President will, in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice-President will assist the President in the performance of his or her duties and perform such other duties as may be assigned by the President or the Board of Directors.

Section 7.     The Secretary. The Secretary will issue notices of all meetings of the Board of Directors and of the Voting Members, where such notices of such meetings are required by law or these by-laws. The Secretary will attend all meetings of the Board of Directors and of the Voting Members and keep the minutes thereof. He or she will maintain a current list of the Directors and Officers, and a record of their terms of office. He or she will affix the corporate seal to and sign such instruments as require the seal or the Secretary's signature and will perform such other duties as usually pertain to the office or are properly required by the Board of Directors.

Section 8.     The Treasurer. The Treasurer will have the care and custody of all the moneys and securities of the Corporation. He or she will cause to be entered in the books of the Corporation to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Corporation. He or she will meet as needed with the director of Campus House and shall report on such meetings at the regular meetings of the Board of Directors and of the Executive Committee. He or she will make and sign such other reports, statements and instruments as may be required of him or her by the Board of Directors or by the laws of the United States or of any state or

country and will perform such other duties as usually pertain to the office or as are properly required of the Treasurer by the Board of Directors.

Section 9.     Officers Holding Two or More Offices. Any 2 or more offices, except those of Chair and Secretary, may be held by the same person, but no Officer may execute or verify any instrument in more than one capacity if such instrument is required by law or otherwise to be executed or verified by 2 or more Officers.

Section 10.    Compensation. No Officer of the Corporation may receive, directly or indirectly, salary, compensation, or emolument from the Corporation, except reasonable compensation for services actually performed and reimbursement of expenses necessarily incurred in effecting one or more of the corporate purposes of the Corporation.

ARTICLE VIII  
INTERESTED DIRECTORS AND OFFICERS

Section 1.     Interests in Contracts and Other Transactions.

(a) No contract or other transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of the Corporation's Directors or Officers are directors or officers, or have a substantial financial interest, will be either void or voidable for this reason alone or by reason alone that such Director or Directors or Officer or Officers are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or that his, her or their votes are counted for such purpose, if the material facts as to such Director's or Officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or Officer.

(b) If such good faith disclosure of the material facts as to the Director's or Officer's interest in the contract or transaction and as to any such common directorship, officership or financial interest, is made to the Directors, or known to the Board or committee authorizing such contract or transaction, as provided in paragraph (a), the contract or transaction may not be avoided by the Corporation for the reasons set forth in paragraph (a). If there was no such disclosure or knowledge, or if the vote of such interested Director or Officer was necessary for the authorization of such contract or transaction at a meeting of the Board or committee at which it was authorized, the Corporation may avoid the contract or transaction unless the parties thereto establish that the contract or transaction was fair and reasonable as to the Corporation at the time it was authorized by the Board or committee.

(c) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes such contract or transaction.

ARTICLE IX  
INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the extent permitted by the New York Not-for-Profit Corporation Law, the Corporation will indemnify its Directors and Officers against criminal and civil liability, including payment of defense costs. The Corporation may purchase insurance for such purpose.

Section 1. Right of Indemnification. Each Director and Officer of the Corporation, whether or not then in office, and any person whose testator or intestate was such a Director or Officer, will be indemnified by the Corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-For-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Corporation will provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a Director or Officer only if such action or proceeding (or part thereof) was authorized by the Board of Directors. For the purposes of this Article IX, persons who serve on Committees of the Corporation and are not Directors of the Corporation will be deemed to be Officers of the Corporation.

Section 2. Advancement of Expenses. Expenses incurred by a Director or Officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article IX may be paid by the Corporation in advance of the final disposition of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such Director or Officer to repay such advancement in case such Director or Officer is ultimately found not to be entitled to indemnification as authorized by this Article IX and (b) approval by the Board of Directors acting by a quorum consisting of Directors who are not parties to such action or proceeding or, if such a quorum is not obtainable, then approval by the Voting Members. To the extent permitted by law, the Board of Directors or, if applicable, the Voting Members, will not be required to find that the Director or Officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation makes any advance payment of expenses hereunder.



Section 3.     Availability and Interpretation. To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article IX: (a) will be available with respect to events occurring prior to the adoption of this Article IX, (b) will continue to exist after any rescission or restrictive amendment of this Article IX with respect to events occurring prior to such rescission or amendment, (c) will be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the Director or Officer (or, if applicable, at the sole discretion of the testator or intestate of such Director or Officer seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (d) will be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the Director or Officer for whom such rights are sought were parties to a separate written agreement.

Section 4.     Other Rights. The rights of indemnification and to the advancement of expenses provided in this Article IX will not be deemed exclusive of any other rights to which any Director or Officer of the Corporation or other person may now or hereafter be otherwise entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Board of Directors or an agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article IX will not be deemed exclusive of any rights, pursuant to statute or otherwise, of any Director or Officer of the Corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5.     Severability. If this Article IX or any part hereof is held unenforceable in any respect by a court of competent jurisdiction, it will be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article IX will remain fully enforceable. Any payments made pursuant to this Article IX will be made only out of funds legally available therefor.

ARTICLE X  
CORPORATE FINANCE

Section 1.     Corporate Funds. The funds of the Corporation will be deposited in its name with such banks, trust companies or other depositories as the Board of Directors of the Corporation may from time to time designate. All checks, notes, drafts, and other negotiable instruments of the Corporation will be signed by such Officer or Officers, agent or agents, employee or employees as the Board of Directors from time to time may designate. No Officers, agents or employees of the Corporation, alone or with others, will have the power to make any checks, notes, drafts or other negotiable instruments in the name of the Corporation or to bind the Corporation thereby, except as provided in this section.

Section 2.     Fiscal Year. The fiscal year of the Corporation will be July 1 through June 30, unless otherwise provided by the Board of Directors of the Corporation.

Section 3.     Loans to Directors and Officers. No loans will be made by the Corporation to its Directors and Officers.

Section 4.     Gifts. The Board of Directors, the Executive Committee or any authorized Officer, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any general or special purpose or purposes of the Corporation. Any gift designated by the donor as being restricted to a particular purpose or purposes may only be accepted by the Board of Directors.

Section 5.     Voting of Securities Held by the Corporation. Stocks or other securities owned by the Corporation may be voted in person or by proxy as the Board of Directors or the Executive Committee specifies. In the absence of any direction by the Board of Directors or Executive Committee, such stocks or securities may be voted by the Chair as he or she determines.

Section 6.     Income from Corporation Activities. All income from activities of the Corporation will be applied to the maintenance, expansion, or operation of the lawful activities of the Corporation.

## ARTICLE XI

### DUES

Section 1.     Annual Dues. The Board of Directors may from time to time determine the amount and payment date of the annual dues payable to the Corporation by the Voting Members.

Section 2.     Termination of Membership for Failure to Pay Dues. The Secretary of the Corporation shall send a notice to each Voting Member whose annual dues are not paid on the due date set by the Board of Directors. The notice shall state that membership privileges shall be terminated without further notice if the unpaid dues are not paid within 30 days of the notice date. A Voting Member whose membership has been terminated pursuant to this Section 2 shall be liable for any dues assessed prior to membership termination.

Section 3.     Special Assessments. A special assessment may be levied on all Voting Members by vote of two-thirds of the Entire Board. Notice of any proposed assessment shall be mailed by the Secretary of the Corporation to each Voting Member at least 15 days prior to the date for action on the proposed assessment. The notice shall state the reason for the proposed assessment, the amount of the proposed assessment, and the proposed due date.

ARTICLE XII  
CORPORATE SEAL

Section 1.     Form of Seal. The seal of the Corporation will be in such form as may be determined from time to time by the Board of Directors and shall be stored in Campus House, Iroquois Drive, Buffalo State College, 1300 Elmwood Avenue, Buffalo, New York.

ARTICLE XIII  
DISSOLUTION

Section 1.     Upon liquidation or dissolution of the Corporation, the distribution of any remaining funds of the Corporation will be accomplished as set forth in its certificate of incorporation, as the same may have been amended.

ARTICLE XIV  
AMENDMENTS

Section 1.     Procedure for Amending By-Laws. Except as otherwise provided by law, by-laws of the Corporation may be adopted, amended or repealed (i) at any meeting of the Voting Members at which a quorum is present, notice of which shall have been provided by the Secretary of the Corporation at least 20 days prior to the date of the meeting and which shall include specification of the proposed action, by the vote of two-thirds of the Voting Members present at such a meeting, or (ii) at any meeting of the Board of Directors at which a quorum is present, notice of which shall have been provided by the Secretary at least 20 days prior to the date of the meeting and which shall include specification of the proposed action, by the vote of two-thirds of the directors present at such meeting. The Secretary shall also post and electronically distribute each proposed amendment in the members' meeting place at least 10 days prior to the date specified in the notice of meeting. If any by-law regulating an impending election of directors is adopted, amended, or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of Voting Members for the election of Directors, the by-law adopted, amended or repealed, together with a concise statement of the changes made.

## APPENDIX A

### Definition of Voting Members

- 1) Faculty
- 2) Staff
- 3) College Council
- 4) Retired members of college faculty, staff, surviving spouses of deceased members of the College faculty or staff .
- 5) Members of advisory boards
- 6) Academic units or centers of excellence
- 7) College alumni
- 8) Contributors to the College at the Presidents Circle
- 9) Employees who work at the College because of contracted services