CHILDREN’S CENTER BY-LAWS

Policy or Procedure Description:
CC.015 defines the by-laws for the Children’s Center at John Jay College.

Related Links, Documents and Forms:

Contact:
Leila Rivera Reyes, Director
Lreyes@jjay.cuny.edu
(212) 237-8311
CHILDREN’S CENTER BYLAWS

ARTICLE I: GENERAL

Section 1: Name
The name of this corporation shall be the Children’s Center of John Jay College of Criminal Justice, Inc., hereinafter referred to as the “Center” or the “Corporation.”

Section 2: N-F-PCL
The Center is organized under the provisions of the New York Not-for-Profit Corporation Law. References in these By-laws to sections of that law will for convenience be preceded by the abbreviation “N-F-PCL”.

Section 3: Offices
The principal office and any additional offices of the Center shall be located in the County of New York, City and State of New York at such places as the Board of Directors, hereinafter referred to as the “Board”, may designate from time to time.

ARTICLE II: PURPOSE

The Center shall encourage, plan, organize, develop, establish, operate and maintain child care services for children of registered, matriculated undergraduate students, and, as space allows, for children of non-matriculated undergraduate students, graduate students, and staff at John Jay College of Criminal Justice.

ARTICLE III: PHILOSOPHY; NON DISCRIMINATION

Section 1: Philosophy
The programs of the day care center operated by the Corporation shall be designed to nurture children physically, emotionally, intellectually and socially.

Section 2: Nondiscrimination
The day care center operated by the Corporation shall not discriminate on the basis of race, religion, color, creed, gender, sexual preference, national or ethnic origin in the admission of children or in the administration of programs and policies.
ARTICLE IV: BOARD OF DIRECTORS

Section 1: Powers
The corporate powers are vested in the Board of Directors which shall determine and control all fiscal and policy matters. The Corporation shall have no members.

Section 2: Directors
The Directors of the Corporation shall be as follows:

- the Vice-President for Student Affairs;
- the Vice-President for Administrative Affairs;
- the Dean of Students;
- the Affirmative Action Officer;
- the designated Assistant to the Vice-President for Student Affairs;
- the Director of the Children’s Center;
- two (2) instructional staff members appointed by the Vice President for Student Affairs from a panel of four (4) persons elected by the College Council;
- two (2) students appointed by the Vice President for Student Affairs from a panel of four (4) persons elected by the Student Council;
- one (1) parent who shall be elected by the parents of the Center.

Directors shall not be paid by the Corporation for services.

Section 3: Election and Appointment
The Directors of the Board from the instructional staff shall be elected bi-annually in accordance with the procedures of the College Council.

The Directors of the Board from the student panel shall be elected annually in accordance with the procedures established in the charter of the Student Council concerning student representation on College—wide committees.

No later than September 30th annually, the Director of the Center shall notify all student parents with children currently enrolled in the Center that nominations for the parent member of the Board of Directors are open. The proposed slate of nominees shall be presented to the Director of the Center within five (5) days after the opening of nominations. The Director of the Center shall conduct a secret ballot election. Ballots shall be hand-delivered to
parents--one ballot per family. The sealed ballots shall be given to the Board of Directors for tabulation and announcement.

Section 4: Term of Office
Instructional staff members of the Board of Directors shall serve for a period of two (2) years.

Student and parent members of the Board shall serve terms coincident with the academic year.

Directors may be elected to succeed themselves.

All other members of the Board of Directors shall serve until their date of resignation. Any member of the Board of Directors may resign at any time by delivering a written resignation to the Corporation. Acceptance of said resignation shall not be necessary to make the same effective.

Any Director who fails to attend at least fifty percent (50%) of the required meetings each academic year without approved absence by the Chair of the Board of Directors shall be deemed to have resigned.

Section 5: Vacancy
If, for any reason, Board seats as specified in Article IV, Section 2, become vacant, it shall be the duty of the Chair of the Board of Directors to appoint a substitute from the appropriate constituency groups subject to the affirmative vote of the majority of the remaining Directors. The substitute shall serve until the next regularly scheduled election of the constituent group.
ARTICLE V: RESPONSIBILITIES OF THE BOARD OF DIRECTORS

Section 1: Responsibilities
The Board of Directors shall have the primary responsibility for the establishment of criteria and guidelines for the planning and provision of day care services and operation of the Center as specified in Article II. The Board of Directors shall have the general power to manage and control the affairs, property and staffing of the Corporation, and shall have full and complete authority with respect to the distribution and payment of the monies received by the Corporation from time to time.

It shall formulate policy for the Center which is consistent with the Articles of Incorporation of the Corporation, with University policies and regulations, and with all relevant federal, state and city statutes, rules and regulations.

It shall make recommendations to the Advisory Board regarding Center Personnel.

Section 2: Chair of the Board of Directors
The President of the Corporation shall serve as Chair of the Board of Directors. He/she shall preside at all meetings of the Board. In the event of his/her absence, the Vice-President or another officer shall preside.

ARTICLE VI: MEETINGS OF THE BOARD OF DIRECTORS

Section 1: Meetings
The Board of Directors shall meet at the principal office of the Corporation at such times as the Board may specify. There shall be a minimum of two (2) meetings of the Board each year. The Secretary shall send written notice of regular Board meetings to all Directors at least seven (7) working days in advance of such meeting. Notice shall be deemed given upon mailing.

Meetings shall be open to all interested College community members except that the Board may choose to go into executive session when considering matters related to Center personnel.

The Secretary shall call a Special or Emergency meeting whenever requested to do so by three (3) Directors. Notice of Special or Emergency meetings must be given to each Director by person—to—person telephone call or by telegram.

Any Director may waive notice of any meeting of the Board.
Section 2: Votes
Each member of the Board of Directors shall have one vote.

Section 3: Quorum
In order to conduct business, a quorum of six (6) voting members shall be required at each meeting of the Board of Directors.

Section 4: Proxy
Any Director, upon receipt by the Secretary of the Board of a written notice prior to the meeting, may have another Director vote his/her proxy.

Section 5: Action Taken without Meeting
Any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the members of the Board consents in writing to the adoption of a resolution authorizing the action. The resolution shall be recorded in and the written consents by the members of the Board shall be filed with the minutes of the succeeding meeting of the Board.

ARTICLE VII: OFFICERS
The Officers of the Corporation shall be the Vice-President for Student Affairs who shall serve as President; the Vice-President for Administrative Affairs who shall serve as the Vice President; the designated Assistant to the Vice-President for Student Affairs who shall serve as Secretary; and the Dean of Students who shall serve as Treasurer.

ARTICLE VIII: DUTIES OF OFFICERS
Section 1: President
The President shall preside at meetings of the Board of Directors; shall be the Chief Executive Officer of the Corporation; shall report on the activities of the Corporation; and shall perform other duties which relate to the interest of the Corporation as directed by the Board.

Section 2: Vice-President
The Vice-President shall perform the duties of the President in the event of the absence, incapacity, or resignation of the President. The Vice-President shall perform duties at the request of the President and shall coordinate the activities of all committees, if created by the Board of Directors.
**Section 3: Secretary**
The Secretary shall be responsible for keeping a proper record of all Board meetings; providing copies of minutes of the previous meeting and the agenda for the future meeting at least seven (7) calendar days prior to the next meeting and notifying Directors of all regular and emergency or special meetings. He/she perform all the duties customarily incident to the Office of the Secretary subject to the control of the Board of Directors.

**Section 4: Treasurer**
The Treasurer shall have the custody of all funds and securities of the Corporation which may come into his hands. He/she shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable effects of the Corporation in the name and the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, he/she shall render a statement of the accounts. He/she shall at all reasonable times exhibit the books and accounts to any Officer or Director of the Corporation, and upon their direction to outside Auditors, and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors. Additionally, the Treasurer shall preside at meetings of the Advisory Board.

**ARTICLE IX: ADVISORY BOARD**

**Section 1: Membership**
There shall be an Advisory Board consisting of the Dean of Students; the Director of the Center; the designated Assistant for the Vice-President for Student Affairs; and one Board member each from the instructional staff and students who shall be appointed by the Board.

**Section 2: Responsibilities**
The Advisory Board shall make recommendations to the Board of Directors regarding the budget for the Center, admissions policy, personnel policies, and selection of the Director of the Center. The Advisory Board shall consider matters of policy and procedure concerning the activities of the Center.

**Section 3: Terms**
The terms of Advisory Board members shall coincide with that of the body by whom they were elected or appointed, except that a person so elected or appointed may continue serving until his/her successor is elected or appointed so long as he/she is a student at the College or a member of the instructional staff or administration of the College.
Section 4: Chair of the Advisory Board
The Dean of Students shall be the Chair of the Advisory Board and shall have the responsibility for calling all meetings.

Section 5: Meetings
The Advisory Board shall meet at least once each fall and each spring semester.

ARTICLE X: DIRECTOR OF THE CENTER

The Advisory Board of the Corporation shall make recommendations to the Board of Directors who shall engage a Director to be responsible for the day-to-day operations of the child care center operated by the Corporation and who will report directly to the President of the Corporation or designee and the Board of Directors of the Corporation.

ARTICLE XI: RECORDS

Section 1: Presentation of Minutes
A copy of the minutes shall be provided to each member of the Board at least seven (7) days before the meeting at which they are to be presented to the Board.

Section 2: Preservation of Minutes
When approved by the Board, a complete set of minutes of each meeting including all recommendations and actions taken by the Board, together with all reports submitted to the Board shall be kept on behalf of the Board by the Secretary.

ARTICLE XII: BUDGETARY PROCESS

Section 1: Annual Budget
Each spring semester, the Advisory Board, in consultation with the Director of the Center, shall make recommendations to the Board of Directors regarding the Center’s budget for the following academic year. This budget shall indicate funding sources and shall identify expenditures to be made from each funding source.

Section 2: Vote
The Board of Directors shall vote on the recommendations received from the Advisory Board no later than June 30th of each year and shall make a recommendation to the Chair of the Corporation no later than July 30th of that year.
Section 3: Default
In the event the Advisory Board fails to recommend a budget to the Board of Directors by June 30th of any year, the Board of Directors may propose a budget for the following academic year.

Section 4: Student activity fee income
Upon receipt of a recommendation from the Board of Directors, the President of the Corporation shall present a budget for the use of student activity fee income for the Center to the John Jay College of Criminal Justice Student Activities Association for approval.

ARTICLE XIII: PARLIAMENTARY PROCEDURE
Meetings of the Board of Directors and the Advisory Board shall be conducted in accordance with Robert’s Rules of Order, Newly Revised.

ARTICLE XIV: CORPORATE FINANCE

Section 1: Deposits
All funds of the Corporation not otherwise employed shall be deposited in such banks or trust companies or other depositories as the Board of Directors from time to time may determine.

Section 2: Signatures
All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as the Board of Directors from time to time may determine.

Section 3: Contracts
No contract may be entered into on behalf of the Corporation unless and except as authorized in writing by the Board of Directors; any such authorization may be general or confined to specific instances; the President of the Corporation or designee, the Secretary and the Treasurer shall have the authority to sign contracts on the Corporation’s behalf.
ARTICLE XV: FISCAL YEAR

The fiscal year of the Corporation shall commence on July 1 of each year and shall end on June 30 of the following year.

ARTICLE XVI:
EFFECTIVE DATES OF BY-LAWS AND AMENDMENTS

Section 1: Effective Date
The By-laws shall become effective the day following the official filing of the Certificate of Incorporation.

Section 2: Amendments
The Certificate of Incorporation and By-laws may be amended, altered or repealed in whole or in part, by the affirmative vote of two-thirds of the Board of Directors provided that written notice of the substance of the amendments is given with notice of the meetings to all Directors by mail or personal delivery not less than fourteen (14) days before the meeting. Notice shall be deemed given upon mailing.

Section 3: Effect
These amendments shall take effect immediately upon ratification by a two-thirds vote of all Directors and shall render all previous By—laws null and void.

ARTICLE XVII: DISSOLUTION OF THE CORPORATION

Section 1: No Dissolution
In the event of liquidation, dissolution of the Corporation, whether voluntary or involuntary, or by operation of law, none of the property of the Corporation, nor any proceeds thereof, nor any other assets of the Corporation shall be distributed to or divided among any of the members of the Board of Directors of the Corporation or individuals.

Section 2: Permissible Dissolution
In the event of dissolution of all the remaining assets and property of the organization, such assets and property shall, after necessary expenses have been deducted therefrom, be distributed to such organizations as shall qualify under Section 501(c) (3) of the Internal Revenue Code of 1954 as amended, subject to an order of a Justice of the Supreme Court of the State of New York.
ARTICLE XVIII: LEGAL STATUS

Section 1: Non-profit Status
The Corporation shall not be conducted or operated for profit. No part of the net earnings of the Corporation shall inure to the benefit of any Director or individual, nor shall any net earnings, nor portion thereof nor portion of the property or assets of the Corporation, be used otherwise than for charitable purposes.

Section 2: Legislation
No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation.

Section 3: Powers
The Corporation, 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.

Section 4: 26 U.S.C. 501(c) (3) Status
Notwithstanding any other provision of these Articles, the Corporation is organized exclusively for one or more of the following purposes:

- religious, charitable, scientific, testing for public safety, literary, or educational purposes,
- or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment),
- or for the prevention of cruelty to children or animals, as specified in Section 501(c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954.
ARTICLE XIX: INDEMNIFICATION

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason for the fact that she/he was an associate, Director, officer or other agent to the Corporation, or of any other organization served by her/him in any capacity at the request of the Corporation, against judgment, including attorney’s fees.

I certify that these are the complete Bylaws of the Children’s Center of John Jay College of Criminal Justice as adopted on

Date:

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Name:      Title:

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