JOHN JAY COLLEGE FOUNDATION BYLAWS

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By-Laws of the John Jay College Foundation, Inc.

Article I. Purpose

1. To support, strengthen and enhance the John Jay College of Criminal Justice (College) as a center for education, training and research with special attention to law enforcement and criminal justice, and for communication and cooperation with the academic, scientific, law enforcement and criminal justice community world-wide, to the benefit of the College community, the New York community, the law enforcement community world-wide and the general citizenry by obtaining and providing financial and other support through fund-raising and related activities, by publicizing and promoting the College and its activities beyond its walls, and by offering advice and guidance to the College.

2. In general, to exercise such powers as are incidental and conductive to the attainment of the objectives and purposes of the Foundation, provided that the Foundation shall not operate for profit and further provided that no part of the net earnings of the Foundation shall inure to the benefit of any member thereof, except as permitted under Article 5 of the Not-For-Profit Corporation Law. In furtherance of its corporate purposes, the Foundation shall have all general powers enumerated in Section 202 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for corporate purposes, provided that nothing herein set forth shall be construed as authorizing the Foundation to have any objective, purpose, or power, or to perform any act forbidden by law to a not-for-profit corporation organized under the laws of the State of New York.

3. Notwithstanding any other provision in these articles, the Foundation is organized exclusively for charitable, educational, religious and scientific purposes 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 II. Board of Trustees

Section 1. Powers

The Board of Trustees (“Board”) shall have and exercise all the powers granted this Foundation by the Certificate of Incorporation, and the laws of the State of New York, and shall be authorized specifically, in such manner as in the judgment of the Board may be deemed advisable:

a. To take, hold, invest and dispose of any gifts, donations, grants and devises or bequests of any funds, securities and other property, real or personal;
b. To hold, purchase, sell, lease, mortgage, manage or administer securities and other property, real or personal;

c. To take, hold and administer any funds, securities and other property, real or personal, which may be transferred to the Foundation;

d. To make absolute, in trust, or conditional grants and gifts of its funds, securities and other property, real or personal, and to make transfers, assignments, conveniences and leases;

e. To deal with and disburse any principal and the income of this Foundation. The foregoing specific powers shall be subject to policies which may be promulgated from time to time by the Board of Trustees of The City University of New York, and implementing resolutions hereunder.

Section 2. Management

Responsibility for the affairs, direction and management of this Foundation and the management, control and disposition of its property shall be vested in the Board, who shall pursue such policies and principles as shall be in accordance with the provisions of the Certificate of Incorporation, these By-Laws, and the laws of the State of New York.

Section 3. Trustees

The Board shall consist of a minimum of fifteen (15) and a maximum of thirty (30) Trustees. Both minimum and maximum may be increased or decreased by a majority vote of the Board.

Section 4. Election and Term of Office

The Board shall consist at all times of the President of the College, two additional employees of the College who the President of the College shall nominate, and the President of the John Jay College Alumni Association. The remaining Trustees shall be elected at large by the existing Trustees, each Trustee to serve a term of three years. No person may serve as a Trustee for more than nine consecutive years. The Board of Trustees by a two-thirds vote of the Trustees present and entitled to vote at a meeting may waive this nine consecutive year restriction for each individual circumstance. At least 30 days prior to a meeting at which such election shall take place; the Nominating Committee (see Article IV, Section 3 below) shall put into nomination the names of one or more candidates for each position by sending written notice to each and every Trustee. Trustees shall serve until their respective successors shall have been elected and shall have qualified.
Section 5. Vacancies

In case of any vacancy on the Board, a majority of the remaining Trustees shall elect a Trustee for the unexpired term of the predecessor in office at a regular meeting or a special meeting called for said purpose.

Section 6. Honorary Trustees

The Board shall have the power to elect Honorary Trustees for a term of three years, who shall have all the powers and privileges of a Trustee except the right to vote. The number of such Honorary Trustees shall be in addition to the seventeen (17) Trustees provided for in section 3 above.

Section 7. Removal

Any Trustee or officer may be removed with or without cause by a vote of the majority of the Trustees present and entitled to vote at a meeting.

Section 8. Meetings of the Board

a. Regular and Annual Meetings. An annual meeting of the Board shall be held at such time and place in the City of New York as the Board shall from time to time designate or as may be specified in the notice of meeting. Regular meetings shall be held three times a year upon dates and at locations to be set in advance by the Board.

b. Special Meetings. Special meetings of the Board shall be held at any time upon the call of the Chairperson, the Vice Chair, or the Board, or upon the written request of three Trustees (other than Honorary Trustees) directed to the Chairperson. The purpose of any special meeting shall be set forth specifically in the notice of call thereof.

c. Notices. Written notice of any regular meeting or special meeting shall be mailed to Trustees at least ten (10) days before the stated date of the meeting. Any Trustee may waive notice of any meeting before or after the meeting. To the extent feasible the Board shall designate dates for the next year's meetings at the last meeting of each year.

d. Quorum. A majority of the Board, including the President of the College or a designee, shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum is present at such meeting, a majority of the Trustees present may adjourn such meeting without further notice.

e. Manner of Acting. The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law or these Bylaws. Notwithstanding the foregoing, any action requiring any action by the College, or requiring the expenditure of the
funds of the Foundation so as to affect said institution, shall not be effective unless it shall also be approved by the President of the College.

f. Telephone Meetings or Computer Conference. Any Trustee or member of a committee may participate in a meeting of the Board or committee by means of a telephone conference, computer conference or similar communication device which allows all persons participating in the meeting to hear each other or to contemporaneously read each other’s remarks and such participation in a meeting shall be deemed a presence in person at such meeting.

Section 9. **Unanimous Consent in Lieu of Meeting**

When any action or transaction is approved and adopted in writing, signed by all of the Trustees holding office at the time of the respective action or transaction, then such writing of a Unanimous Consent in Lieu of Meeting shall be and become a part of the minutes of the Foundation, and such action or transaction shall be fully authorized and adopted with the same force and effect as if authorized at a duly held meeting of the Board.

Section 10. **Order of Business**

The order of business at each meeting of the Board shall be determined by the presiding officer unless otherwise determined by the affirmative vote of a majority of the Trustees present at the meeting.

Section 11. **Compensation**

Except as set forth in the provisions of Article VII, no compensation shall be payable to any person for his/her services as a Trustee of this Foundation.

Section 12. **General Obligations**

In addition to such general and fiduciary obligations as Trustees shall bear, each Trustee shall be expected to contribute to the life of the Foundation by taking an active part in its meetings and activities, including assisting with the raising of funds and support for the Foundation and attendance at its meetings and activities, and by providing guidance and direction to the Foundation in connections with its policies, procedures and operations and through the management of the Foundation.

**Article III. Officers**

Section 1. **Designation and Election**

At each annual meeting at which an officer’s term expires, the Trustees shall elect four Officers: Chair, Vice Chair, Secretary and Treasurer. The Board may create such additional Officers as may be necessary and appropriate with such responsibility and authority as determined by the Board; such newly created positions may be filled by
appointment of the Executive Committee until the next annual meeting, at which time such positions shall be elective pursuant to these rules.

Section 2.  Term of Office

Each officer shall annually be elected for a one-year term.

Section 3.  Nominations

At least 30 days prior to the meeting at which such election shall take place; the Nominating Committee (see Article IV, Section 3 below) shall put into nomination the names of one or more candidates for each Officer position by sending written notice to each and every Trustee.

Section 4.  Vacancies

Whenever any office shall become vacant, a majority of the remaining Trustees shall elect an Officer for the unexpired term of the predecessor in office at a regular meeting or special meeting called for said purpose.

Section 5.  Powers and Duties

a. Chair. The Chair of the Board shall preside at all meetings of the Board and shall perform such other duties as may be prescribed for him/her by the Board; in addition, the Chair shall be the Chief Executive Officer of this Foundation and shall have the overall responsibility for the management of the affairs of this Foundation.

b. Vice Chair. In the absence of the Chair, or in the event of his/her inability or refusal to act, the Vice Chair shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as may be assigned by the Chair or the Board.

c. Secretary. The Secretary shall keep all records of the proceedings of the Foundation, of the Board, and of any committees as may be required. He/she shall have the custody of the books, records and seal of the Foundation. He/she shall send out notices of all meetings. He/she shall keep a register of all members and shall perform such other duties as may be assigned to him/her by the Board.

d. Treasurer. Subject to such regulations as may from time to time be promulgated by the Board, the Treasurer shall have the care and custody of the funds, securities, property and other assets of the Foundation. He/she shall deposit the funds to the credit of the Foundation in such banks, trust companies or other depositories as the Board shall designate, and shall, subject to the direction of the Board, disburse the same, taking proper vouchers for such disbursements. He/she shall keep accurate books of account, recording therein the amounts of all moneys, securities, properties and assets, showing at all times the amounts
thereof received by the Foundation, and showing the amount of disbursements made and the disposition of property. He/she shall exhibit the said books and records when required by the Board. He/she shall render to the Board, whenever it may require, an account of all of his/her transactions as Treasurer and of the financial condition of the Foundation and shall, at least ten business days prior to each quarterly meeting of the Board, submit a report of the property, the receipts and disbursements of the Foundation, and of the financial condition of the Foundation.

Section 6. Compensation

Except as set forth in the provisions of Article VII, no compensation shall be payable to any person for his services as an Officer of this Foundation.

Article IV. Standing Committees

Section 1. Establishment and Power

a. Standing Committees. There shall be established an Executive Committee, a Nominating Committee, an Audit Committee, a Development Committee, an Investment Committee, an Alumni Committee and such other committees as the Board may deem appropriate and necessary from time to time. The committees may perform and carry out such duties and functions as may be determined by the Chair, the Vice Chair or the Board pursuant to these Bylaws, and the Board may, by resolution, delegate to such committees those powers and authority to act in the name of the Foundation as may be set forth in the resolution. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Trustee of any responsibility imposed thereon by law.

b. Selection. The Chair of the Board, in consultation with the President of the College, shall appoint one Trustee to act as chair of a committee. Each committee chair shall nominate Trustees to serve on their committees and submit these nominations to the Board for approval. Members of each committee need not be Trustees. Committee members shall serve for a one year term but are eligible for reappointment.

c. Removal. Any committee member may be removed with or without cause by the committee chair or the Chair of the Board.

d. Meeting. Each committee shall meet not less than once a year at a date and time other than that of a scheduled Board meeting.

e. Powers. No such committee shall have any power not properly available to and delegable by the Board and shall specifically have no power to take any action requiring approval or with regard to the filling of vacancies on the Board or a committee, the fixing of compensation for Trustees or committee members, the
amendment or repeal of the Bylaws, Certificate of Incorporation and Board resolutions or the adoption thereof, as provided more fully in Section 712 of the New York Not-For-Profit Corporation Law.

f. **Reporting.** Each committee shall report on its activities to the Board or the Executive Committee on a yearly basis or as requested from time to time.

**Section 2. Executive Committee**

The Executive Committee shall consist of the Officers and the President of the College and at least one other Trustee. The Committee shall be elected at each Annual Meeting and shall serve for the ensuing year and until a successor has been elected and qualified. The Executive Committee shall exercise the Powers of the Board between meetings of the Board. A majority of the Executive Committee shall constitute a quorum. It shall keep records of its proceedings and actions and shall make a report to the Board at its next regular meeting. All records of the Committee shall be filed with the Secretary and available to all Trustees. Notwithstanding the foregoing, any action of the Executive Committee requiring or affecting any action or activity of the College or requiring the expenditure of the funds of the Foundation so as to affect the College shall not be effective unless it shall also be approved by the President of the College or his designee.

**Section 3. Nominating Committee**

The Nominating Committee shall request nominations for each Trustee and officer position, shall gather pertinent information on each such nominee, interview such nominee and prepare a slate of candidates to be presented to the Trustees for a vote.

**Section 4. Development Committee**

The Development Committee shall, without in any way reducing the obligation of all Board members to participate in such activities, have overall responsibility to plan and direct fund-raising efforts, to coordinate fundraising efforts and to oversee fundraising activities.

**Section 5. Audit Committee**

The Audit Committee shall oversee management’s responsibilities for establishing and maintaining internal controls designed to ensure the integrity of the Foundation’s financial information, the effectiveness and efficiency of the financial operations and auditing process and their compliance with relevant laws and regulations. The Audit Committee shall review and select an audit firm on the recommendation of the College staff.

**Section 6. Investment Committee**

The Investment Committee shall take, hold and invest any gifts, donations, grants and devises or bequests of any funds, securities and other property, real or personal for the benefit of the College in a manner consistent with the laws of the State of New York.
Section 7. **Alumni Committee**

The Alumni Committee shall foster and promote the growth, development and welfare of the College and advance the social, professional and economic interests of alumni.

**Article V. Executive Director**

The Board may at such time as it deems necessary and appropriate and from time to time employ an Executive Director who shall be responsible to the Chair and the Board for the administration of the affairs of the Foundation, including but not limited to the planning, direction, execution and administration of the fund-raising, fund management and fund disbursement activities of the Foundation, and for the employment, supervision and discharge of other employees of the Foundation.

**Article VI. Indemnification**

The Foundation shall hold harmless, indemnify and defend all Trustee and Officers, to the extent permitted by law, for all legal and good faith actions taken on behalf of the Foundation. The Foundation shall be required to hold harmless, indemnify and defend any person not a Trustee or Officer only to the extent specifically required to do so by a duly passed resolution of the Board. The Foundation shall maintain such insurance as is appropriate and necessary to provide reasonable and adequate protection for itself, its Officers, Trustees, employees and agents under this provision.

**Article VII. Conflicts**

All Trustees, Officers and committee members shall serve without compensation. Any such person may, however, receive fair and reasonable compensation for other services actually rendered to the Foundation if such compensation is approved as follows: (i) any such arrangement, whether by written contract or otherwise must be approved in advance by the Board or by a unanimous vote of the Executive Committee, such person not voting; (ii) all remaining aspects of the arrangement, including compensation and nature of the conflict, so approved must have been disclosed in advance to all Trustees and all Trustees must be given an opportunity to object in writing prior to any vote as described in "(i)" above. Such approvals or rejections shall be recorded in the records of the Secretary.

**Article VIII. Bonds**

In carrying out the purpose for which it is formed it is contemplated that the Foundation will act from time-to-time through its Officers, agents, employees and contractors. The Board may require any of its Officers, agents, employees or contractors to furnish a surety bond for the faithful performance of duty in such form as may be satisfactory to the Board. The cost of such bond shall be paid by the Foundation.
Article IX. Funds and Securities

The funds of the Foundation shall be deposited to the credit of the Foundation in such banks or trust companies or other depositories and shall be withdrawn in such manner as may from time to time be designated by resolution of the Board. The securities of the Foundation may be endorsed for transfer by such Officers of the Foundation or such other persons as shall be designated by resolution of the Board. All contracts of the Foundation involving either real property or personal property shall be signed on behalf of the Foundation by such Officers of the Foundation or such other persons as shall be designated by resolution of the Board.

Article X - Fiscal Year

The fiscal year of this Foundation shall begin on July 1st of each calendar year and end on June 30th of the next calendar year.

Article XI. - Amendments

These by-laws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the Trustees at any duly organized meeting of the Foundation.