

BY-LAWS
OF
CHILDREN’S CENTER OF JOHN JAY COLLEGE OF CRIMINAL JUSTICE, INC.
(Under the Not-for-Profit Corporation
Law of the State of New York)

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ARTICLE I - ORGANIZATION

Section 1. Name. This corporation shall be known as the Children’s Center of John Jay College of Criminal Justice, Inc. (the “Corporation”).

Section 2. Office. The principal office of the Corporation shall be maintained in State of New York. The Corporation may establish and maintain offices at such other places and at such other locations as from time to time may be determined by the Board of Directors.

Section 3. Purpose. The Corporation is organized under the New York Not-for-Profit Corporation Law and shall be operated exclusively for the charitable purpose of supporting John Jay College of Criminal Justice (the “College”), a senior college of The City University of New York (“CUNY”), by operating and maintaining a day care center (the “Center”) for dependent children of registered, matriculated undergraduate students, and, as space permits, for children of non-matriculated undergraduate students, graduate students, faculty and staff at the College, as is more fully set forth in the Corporation’s Certificate of Incorporation.

Section 4. Members. The Corporation shall have no members.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board of Directors shall direct the management of the operations, property, affairs and concerns of the Corporation consistent with the provisions of these By-Laws and the Certificate of Incorporation, as written or amended, and with the policies and regulations of the College and CUNY, and all relevant federal, New York State and New York City statutes, rules and regulations. It may appoint or provide for the appointment of officers and employees of the Corporation as it may deem advisable.

Section 2. Number. The Board of Directors shall consist of nine (9) voting members and three (3) non-voting members. The composition of the Board of Directors is as follows:

- the Vice-President for Student Affairs;
- the Senior Director for Student Affairs;

- one (1) administration staff member appointed by the Senior Vice President for Finance and Administration;
- two (2) instructional staff members appointed by the Vice President for Student Affairs after consultation with the President of the Faculty Senate;
- one (1) student appointed by the Vice President for Student Affairs after consultation with the President of the Student Council;
- one (1) parent who shall be elected by the parents of the Center;
- two (2) Independent Directors¹ appointed by the College President; and
- the Business Manager for the John Jay College Student Activities Association, Inc. (“SAA”); (non-voting)
- the Director of the Center(non-voting)
- Secretary of Board as designated by the President(non-voting)

All Directors shall have the right to vote on all matters under consideration by the Board except the Director of the Center, SAA Business Manager and Secretary, who shall have the right to be heard, but may not vote.

Section 3. Qualification. Each Director shall be at least eighteen (18) years of age. Each administration Director and instructional staff Director shall be a full-time employee of the College, or a non-tax-levy entity. The student Directors shall be students in good standing enrolled at the College.

Section 4. Term. Each elected or appointed administration, faculty and Independent Director shall serve a two-year term, and until his or her successor is elected or appointed and qualified. Each student Director, including the student parent, shall serve a one-year term. A Director’s

¹ “Independent Director” is defined by Section 102(a)(21) of the New York Not-for-Profit Law as a director who: (i) is not, and has not been within the last three years, an employee or key person of the Center or an affiliate of the Center, and does not have a relative who is, or has been within the last three years, a key person of the Center or an affiliate of the Center, (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than \$10,000 in direct compensation from the Center or an affiliate of the Center (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by the Not-for-Profit Law); and (iii) is not a current employee of or does not have a substantial financial interest in, and does not have relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Center or an affiliate of the Center if the amount paid by the Center to the entity or received by the Center from the entity for such property or services, in any of the last three fiscal years, exceeded the lesser of \$10,000 or 2% of such entity’s consolidated gross revenues was less than \$500,000; [or] \$25,000 if the entity’s consolidated gross revenue was \$500,000 or more but less than \$10,000,000; . . . ; or (iv) is not and does not have a relative who is a current owner, whether wholly or partially, director, officer or employee of the Center’s outside auditor or who has worked on the Center’s audit at any time during the past three years. . For purposes of this definition, “payment” does not include charitable contributions, dues or fees paid to the Center for services which the Center performs as part of its nonprofit purposes, or payments made by the Center at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Center are available to individual members of the public on the same terms, and such services received by the Center are not available from another source.

term of office will commence with the Corporation's fiscal year. Directors may serve consecutive terms.

Section 5. Resignation. An elected Director may resign from office at any time by delivering his or her resignation in writing to the President or Secretary of the Corporation. Unless otherwise specified by the terms thereof, such resignation shall be effective immediately upon its delivery to the Corporation and the acceptance of such resignation shall not be necessary to make such resignation effective.

Section 6. Removal; Termination. Any Director who fails to attend at least fifty percent (50%) of the required meetings each academic year without approved absence by the President of the Board of Directors shall be deemed to have resigned. The College President, the College's Vice President for Student Affairs and the College's Senior Vice President for Finance and Administration may at any time remove and replace a Director whom he or she has appointed. Any Director who ceases to occupy the position which qualified him or her to be elected or appointed as a Director shall cease to be a Director. Any Director may be removed by the Board for cause upon the affirmative vote of two-thirds of the entire Board of Directors entitled to vote (i.e., six (6) Directors) at any regular meeting or a special meeting of the Board called for that purpose, provided that due notice of the proposed action shall have been given to the entire Board.

Section 7. Vacancies. Vacancies among Directors elected by a particular constituent group must be filled by such constituent group except that if a vacancy remains unfilled for six months after it occurs, and by reason of the absence, illness, or other inability of one or more of the remaining Directors a quorum of the Board cannot be obtained, the remaining Directors, or a majority of them, may appoint a Director from the relevant constituent group to fill the vacancy. A Director elected or appointed to fill a vacancy shall hold office until the next election by the relevant constituent group, and until such Director's successor is elected and qualified.

Section 8. Compensation. With the exception of the Director of the Center, no Director shall receive any compensation from the Corporation for services performed in his or her official capacity, but Directors may be reimbursed for reasonable expenses incurred in the performance of official duties.

ARTICLE III - MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Time and Place of Meetings. Meetings of the Board of Directors shall be held at such times and places as the Board of Directors determine.

Section 2. Regular and Annual Meetings. There shall be a minimum of two (2) meetings of the Board each year, one each semester. One of the regular meetings shall be designated the Annual Meeting for the presentation by the President and the Treasurer of the annual financial report of the Corporation for the prior year and of current year financial priorities and objectives, for the election or appointment of officers, and for the transaction of such other business as may

properly come before the meeting.

Section 3. Special Meetings. Special meetings of the Board of Directors shall be held at any time upon the call of the President of the Corporation or upon the written request of not less than two (2) Directors directed to President or the Secretary of the Corporation.

Section 3. Notice. Notice of every meeting of the Board of Directors shall be given personally, by electronic transmission, or by first class mail to each Director at least seven (7) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, as well as the purpose or purposes for which the meeting is called. Notices given by electronic transmission or by first class mail shall be deemed to be given when dispatched or mailed, as the case may be, and shall be sent to each Director at his or her address as it appears on the books or records of the Corporation.

Section 4. Waiver. No notice of the time, place or purpose of any meeting of the Board of Directors need be given to any Director who submits to the President or Secretary of the Corporation a waiver of notice, either before or after the meeting, or who attends such meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Such waiver of notice may be written or electronic.

Section 5. Quorum and Vote. At all meetings of the Board of Directors, the presence of a majority of entire Board entitled to vote (i.e., five (5) Directors) shall be necessary and sufficient to constitute a quorum for the transaction of business. Except as otherwise provided by law or by these By-Laws, the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board. Any meeting of the Board may be adjourned by a majority vote of the Directors present at the meeting. If a quorum is not present, a majority of the Directors may adjourn the meeting to another place and time. Notice of any adjourned meeting need not be given if the new place and time are announced at the meeting.

Section 7. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board or by any committee thereof may be taken without a meeting if all the Directors or committee members consent to such action. Such consent may be written or electronic and shall be filed with the minutes of the Board or such committee thereof.

Section 8. Audio and Video Conference Calls. Any Director or committee member who is not physically present at a meeting of the Board or a committee may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person as long as all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the Board.

Section 9. Conflict of Interest. As further set forth in the Corporation's conflict of interest policy, each Director shall disclose to the Board the material facts as to such Director's interest in any contract or transaction, prior to any action by the Board regarding such contract or

transaction, including any directorships or offices held or financial interest. A Director that is interested in a contract or transaction may be counted in determining the presence of a quorum at a meeting of the Board to authorize the contract or transaction if such disclosure is made, *provided, however*, that such Director shall not be present at or participate in deliberations or voting on the matter and such Director's vote shall not be counted when determining whether a sufficient number of Directors has approved such contract or transaction.

Section 10. Order Within Meetings. Meetings of the Board of Directors of the Corporation shall be governed by Robert's Rules of Order, most recent edition.

ARTICLE IV - COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Committees of the Board. The Board of Directors may, by inclusion in these By-laws or by action of the Board, establish such committees (including their term, duties and powers) as it shall deem necessary and advisable, each consisting of three or more Directors and each of which, to the extent provided in the Board resolution or these By-laws, shall have the authority of the Board, except that no committee shall have authority as to following matters: (a) any amendments to the Certificate of Incorporation, (b) any amendments to, or repeal of, these By-laws or adoption of new By-laws, (c) the filling of vacancies in the Board or in any committee, (d) the fixing of compensation of Directors for serving on the Board or on any committee, (e) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable, (f) the election or removal of officers and directors, (g) approval of a merger, plan of dissolution, or sale or other disposition of all or substantially all of the assets of the Corporation or (h) any action otherwise prohibited by law. The committees of the Board shall include the following:

(a) **Executive Committee.** The Board of Directors shall have an Executive Committee consisting of the officers of the Corporation. The committee shall be chaired by the President of the Corporation. The committee, in the intervals between meetings of the Board of Directors, shall have and may exercise all powers of the Board of Directors except as otherwise provided in this Section 1. The Executive Committee shall keep minutes of its proceedings and shall report on these proceedings to the Board at or before the next scheduled Board meeting.

(b) **Audit Committee.** The Board shall have an Audit Committee consisting of the two Independent Directors and one of the student Directors, as elected by the Board. The Audit Committee shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements. The Audit Committee's responsibilities shall include the following:

i. annually select or renew the selection of an independent auditor to conduct an audit;

ii. review with the independent auditor the scope and planning of the audit prior to the audit's commencement;

iii. upon completion of the audit, review and discuss with the independent auditor: (A) any material risks and weaknesses in the internal controls identified by the auditors; (B) any restrictions on the scope of the auditor's activities or access to requested information; (C) any significant disagreements between the auditor and management; and (D) the adequacy of the Corporation's accounting and financial reporting processes; and

iv. annually consider the performance and independence of the independent auditor.

Section 2. Committees of the Corporation. The Board of Directors may establish such other committees as it deems necessary and advisable. The President of the Corporation shall appoint the members of such committees. These committees shall be committees of the Corporation, not of the Board, and shall have only the powers specifically delegated to them by the Board and shall have no authority to bind the Board.

Section 3. Committee Operating Procedures. Each committee shall meet upon call of its chair or of any two (2) of its members upon such notice given to its members as is provided in these By-Laws for the giving of notice to Directors for special meetings of the Board of Directors or upon such other notice, if any, as the committee may determine. A majority of members of a committee shall be present to constitute a quorum. Acts and decisions of the committees shall be by majority vote of those present at the time of the vote, if a quorum is present at such time. All committee activities shall be subject to review by the Board. The committees shall keep regular minutes of their proceedings and shall report these proceedings to the Board at or before the next scheduled Board meeting.

ARTICLE V - OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary, and such other officers, if any, as the Board of Directors may from time-to-time determine.

Section 2. President. The College's Vice-President for Student Affairs shall serve as President of the Corporation. The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors and the Executive Committee. The President shall be responsible for the general supervision and control of the affairs of the Corporation and shall ensure that all policies, orders and resolutions of the Board of Directors are implemented. The President or the President's designee shall execute contracts and other obligations on behalf of the Corporation. The President shall have such other powers and perform such other duties as from time to time may be assigned to him or her by the Board of Directors or the Executive Committee. The President shall not be an employee of the Corporation, unless approved by two-thirds of the entire Board.

Section 3. Vice President. The College's Senior Director of Student Affairs shall serve as Vice President of the Corporation. In the absence of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall have such other powers and perform such other duties as from time to time may be assigned to him or her by the Board of Directors or the Executive Committee.

Section 4. Treasurer. The administrative staff member appointed to the Board by the College's Senior Vice President for Finance and Administration shall serve as Treasurer of the Corporation. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall have charge of, and be responsible for, the funds and securities of the Corporation. The Treasurer 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 to the credit of the Corporation in such banks or other depositories as the Board of Directors may designate. Whenever required by the Board of Directors or the Executive Committee, the Treasurer shall render a statement of the accounts of the Corporation. The Treasurer shall at all reasonable time exhibit the books and accounts of the Corporation to any officer or Director of the Corporation, and shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the Board of Directors or the Executive Committee.

Section 5. Secretary. An individual designated by the College's Vice-President for Student Affairs shall serve as Secretary of the Corporation. The Secretary shall issue notices of all meetings of the Board of Directors where such notices are required by law or these By-Laws. The Secretary shall attend all meetings of the Board of Directors, and shall be responsible for keeping accurate and complete minutes and other records of the Corporation, including the proceedings of the Board. The Secretary shall perform such other duties as may from time to time be assigned Secretary to him or her by the Board of Directors, the Executive Committee or the President.

Section 6. Compensation. No officer of the Corporation may receive any compensation from the Corporation for services performed in his or her official capacity, but officers may be reimbursed for reasonable expenses incurred in the performance of official duties, subject to the approval of the Board of Directors.

ARTICLE VI - DIRECTOR OF THE CENTER

The Board of Directors who shall engage a Director to be responsible for the day-to-day operations of the Center and who will report directly to the President of the Corporation or designee, and the Board of Directors of the Corporation.

ARTICLE VII - BOOKS AND RECORDS; FINANCIAL MATTERS

Section 1. Books. The Corporation shall keep correct books of account of the activities and transactions of the Corporation, including a minute book, which shall contain copies of the Certificate of Incorporation and these By-Laws, as well as all minutes of each of the meetings and written consents of the Board of Directors and any committees thereof.

Section 2. Financial Statements. Copies of any and all annual financial statements of the Corporation, and any quarterly income statements or balance sheets of the Corporation, that have been prepared by the Corporation, shall be kept on file in the principal office of the Corporation.

Section 3. Fiscal Year. The fiscal year of the Corporation shall be July 1 through June 30.

Section 4. Ownership of Assets. No director, officer or employee of the Corporation shall have any right, title or interest in any of the assets and funds of the Corporation; all assets and funds of the Corporation shall be owned exclusively by the Corporation.

Section 2. Bank Accounts; Deposits. All funds of the Corporation shall be deposited in an account or accounts in the name of the Corporation in a bank or banks designated by the Board and shall be used solely to pay the proper expenses of the Corporation.

Section 3. Signatures. All checks, drafts, notes, orders for payment of money, withdrawals, 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. In the absence of such determinations by the Board, such instruments shall be signed by the Treasurer, the President or such other authorized signatories who shall be designated by the Board at the beginning of each fiscal year of the Corporation, except that instruments regarding amounts over \$2,500 must be signed by two authorized signatories, one of whom shall be either the President or the Treasurer.

Section 7. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or in stocks, bonds or other securities, as the Board of Directors in its discretion may deem desirable.

Section 4. Financial Records and Accounts. The Corporation's financial records and accounts shall be kept in a form consistent with generally accepted accounting principles.

Section 5. Audit. The financial records and accounts of the Corporation shall be audited annually, and at such other times as directed by the Board of Directors, by an independent certified public accountant or firm thereof chosen for the purpose by the Audit Committee.

ARTICLE VIII - BUDGETARY PROCESS

Section 1. Annual Budget. Each spring semester, the Director of the Corporation, shall make recommendations to the Board of Directors regarding the Corporation'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 Director no later than June 30th of each year and shall make a recommendation to the President of the Corporation about the budget no later than July 30th of that year.

Section 3. 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 Corporation to the John Jay College of Criminal Justice Student Activities Association, Inc. for approval.

ARTICLE IX - INSURANCE AND INDEMNIFICATION

Section 1. Insurance. The Corporation will purchase appropriate insurance for the protection of the Directors, officers and employees of the Corporation.

Section 2. Indemnification. The Corporation shall, to the full extent permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was a Director or officer of the Corporation. The Corporation shall also indemnify to the full extent permitted by law any officer or Director serving any other corporation, partnership, joint venture, trust, employee benefit, or other enterprise in any capacity at the request of the Corporation.

ARTICLE X - AMENDMENT

These By-Laws and the Certificate of Incorporation may be amended, altered or repealed in whole or in part by the affirmative vote of two-thirds of the Directors then serving with the right to vote, provided that notice of the substance of the amendment is given with notice of the meeting, to all Directors, in accordance with the notice provisions set forth in Article III, Section 4 of these By-Laws.

Approved by the Board of Directors on 11-19-2015
Amendments approved by the Board of Directors on 5-3-2021