

BY-LAWS OF THE ESF COLLEGE FOUNDATION, INC.

ARTICLE I - NAME AND PURPOSES

Section 1. Name. This corporation shall be known as ESF College Foundation, Inc., hereinafter called the "Foundation".

Section 2. Mission and Purposes. The ESF College Foundation is a non-profit corporation of alumni, College and community representatives committed to helping SUNY College of Environmental Science and Forestry, hereinafter called the "College," achieve its mission of education, research and public service through advocacy, resource development and resource management.

Through advocacy, resource development and resource management efforts, the Foundation will further the study of environmental science and forestry at the College through, but not limited to, the following activities:

- (1) Receive and acquire real and personal property by purchase, gift, devise or bequest, and to retain, own, invest, sell or otherwise dispose of such property to promote the purposes named.
- (2) Make such grants of assistance to the students, faculty, and staff of the College as may be consistent with the approved educational program including:
 - (a) Scholarships
 - (b) Fellowships
 - (c) Special study grants including travel expenses
 - (d) Granting of loans with or without interest to students and faculty
 - (e) Establishment of prizes and incentive awards
 - (f) Purchase of equipment and supplies
 - (g) Other appropriate aid that shall be deemed by the Board of Directors as furthering the objectives of the College

ARTICLE II - MEMBERSHIP

Section 1. General. All members of the Foundation shall be Directors. The property, business and affairs of the Foundation shall be managed by a Board of Directors. Membership in the Foundation shall terminate with termination of membership on the Board of Directors.

Section 2. Eligibility. Directors of the Foundation shall be (a) those persons who are elected from time to time by the Board of Directors and; (b) the persons set forth in Section 3 who shall serve as Ex-officio Directors .

Section 3. Number. The Board of Directors shall consist of not fewer than eight (8) elected Directors, plus the Ex-officio Directors. Ex-officio Directors shall consist of the College President, Vice President for Administration, the President of the ESF Alumni Association, the President or designee of the Ranger School Alumni Association, and the President of the Undergraduate Student Association.

Section 4. Election. The Planning and Governance Committee shall convene no later than ninety (90) days prior to the Annual Meeting to prepare a list of candidates for Directorships, Officers and the Executive Committee. At least forty-five (45) days prior to the Annual Meeting the Executive Director shall distribute to all Directors a mail ballot for return within fifteen (15) days. Newly elected Directors shall be so informed and invited to the Annual Meeting. Election results will be announced at the Annual Meeting.

Should it be deemed advisable by the Planning and Governance Committee to propose a candidate for Directorship at a point in time other than prescribed above, it may, with the approval of the Executive Committee, have a mail ballot prepared and distributed to all Directors for return in fifteen (15) days. Upon election, such persons shall be notified and invited to the next meeting. Their term of office shall commence immediately and terminate three years from the date of the next Annual Meeting.

Section 5. Term. Elected Directors shall serve for a term of three (3) years each, commencing at the Annual Meeting immediately following their election. An attempt shall be made to ensure that the terms of one-third ($\frac{1}{3}$) of the elected Directors will expire annually. Elected Directors may be nominated to serve a maximum of three (3) consecutive three-year terms. They shall be eligible for re-election following a minimum absence of one-year.

Section 6. Resignation. An elected Director may withdraw from the Foundation by presenting to the President a written resignation which shall be effective upon receipt. Such resignation shall be presented to the Board of Directors by the President at the next meeting of the Foundation.

Section 7. Vacancies. Whenever a vacancy shall occur among the elected Directors for any reason, the Executive Committee may choose a successor or successors who shall serve for the unexpired term in respect to which such a vacancy occurred.

Section 8. Compensation. No Director, except as otherwise provided herein, shall receive any compensation from the Foundation for service performed in his official capacity, but Directors may be reimbursed for reasonable and necessary expenses incurred in the performance of their official duties.

Section 9. Removal of Directors. Any elected Director may be removed either with or without cause at any time by a vote of two-thirds ($\frac{2}{3}$) of the Directors present at an Annual Meeting or any Special Meeting called for such purpose.

Section 10. Honorary Members. The Board of Directors, at their discretion, may elect to honorary membership individuals who have contributed significantly to the Foundation or the College. Honorary members shall receive notices of, and be encouraged to attend, all membership meetings. Honorary members will have a voice but no vote.

Section 11. Emeritus Members. Emeritus membership may be offered to former directors of the Foundation who have served the Foundation for at least three three-year terms. Emeritus members shall receive notices of, and be encouraged to attend all membership meetings and volunteer for committee service. Emeritus members will have a voice but no vote.

ARTICLE III - VOTING

Section 1. Directors. Each Director shall have one (1) vote only at any meeting of the Foundation. Proxies shall not be permitted.

Section 2. Board Action. A majority of Directors present and voting at a properly held meeting shall constitute an act of the Board of Directors with the exception of Article II Section 9, Article V Section 9, and Article IX Section 1.

ARTICLE IV - MEETINGS

Section 1. Board of Directors Meetings. There shall be two meetings of the Foundation Board of Directors held annually in the fall and the spring. The fall meeting shall be designated as the Annual Meeting. Reports of the officers, committee reports and other business shall be transacted.

Section 2. Special Meetings. Special Meetings of the Foundation may be called by the President at any time, and shall be called by the President upon written request of five (5) Directors. Such requests shall state the purpose of the proposed meeting. Business transacted at all Special Meetings shall be confined to the objectives stated in the call.

Section 3. Notice of Meetings. Written notice of every meeting stating a purpose or purposes for which the meeting is called, the time and date when, and the place where it is to be held shall be served either personally or by mail upon each Director not less than thirty (30) days prior to the meeting. Special meetings of the board may be called not less than ten (10) days prior to the meeting.

Section 4. Quorum. The presence of one-third ($\frac{1}{3}$), but not less than eight (8), elected directors of the Board of Directors and two (2) Ex-officio members shall constitute a quorum at any meeting of the Foundation.

ARTICLE V - OFFICERS

Section 1. Number. The officers of the Foundation shall consist of a President, Vice President, Secretary, Treasurer and such other officers as the Directors shall choose.

Section 2. Eligibility. The officers of the Foundation shall be elected Directors of the Foundation.

Section 3. Election. The officers shall be elected as provided in Article II, Section 4, Elections.

Section 4. Term. The elected officers shall serve for a term of two (2) years commencing at the Annual Meeting immediately following their election.

Section 5. Duties of Officers. The duties and powers of the Foundation shall be:

a) **President**

The President shall be the Chief Executive Officer of the Foundation and shall preside at all meetings of the Foundation. The President shall have the authority to sign and execute in the name of and on behalf of the Foundation, all documents required to be executed by the Foundation and shall perform such other duties as are requested by the Board of Directors, or which are reasonably incident to the office of President.

- b) Vice President
The Vice President shall perform the duties of the President in case of death, absence or inability of the President to act, or as may be assigned that office by the Board of Directors.
- c) Secretary
The Secretary shall give, or cause to be given, notice of all meetings of the Foundation and shall perform such other duties as may be prescribed by the Board of Directors.
- d) Treasurer
The Treasurer shall have the fiscal responsibility for the corporate assets and shall render at meetings of the Board and Executive Committee, or whenever it may be required, an account of transactions and of the general financial condition of the Foundation.

Section 6. Resignation. Any officer may withdraw from office by presenting to the President a written resignation, which shall be effective upon receipt. Such resignation shall be presented to the Board of Directors by the President at the next meeting of the Foundation.

Section 7. Vacancies. Whenever a vacancy shall occur in any office for any reason, the Executive Committee may choose a successor or successors who shall hold office for the unexpired term in respect to which office the vacancy occurred.

Section 8. Compensation. The officers shall receive no compensation from the Foundation for services performed in any official capacity, but they shall be entitled to reimbursement for reasonable and necessary expenses incurred in the performance of their official duties.

Section 9. Removal of Officers. Any officer may be removed either with or without cause at any time by a vote of two-thirds ($\frac{2}{3}$) of the Directors present at an Annual Meeting or any Special Meeting called for such purpose.

ARTICLE VI - EXECUTIVE DIRECTOR

Section 1. Appointment. The College President, with the advice and consent of the Foundation President, shall appoint an Executive Director of the Foundation. The Executive Director shall serve as the administrative officer of the Foundation and the principal liaison between the College administration, the President and the Board of Directors. The Executive Director shall report to the College President for preparation of an annual program of work, evaluation and supervision.

Section 2. Powers and Duties. The Executive Director shall be the administrative officer of the Foundation. He or she will be responsible for insuring the integrity of the Foundation and that the operations of the Foundation are consistent with the by-laws, policies and procedures, actions taken by the Board of Directors, applicable laws and contractual agreements with donors. The Executive Director shall attend, prepare agendas for and arrange for minutes to be taken at all meetings of the Board of Directors and shall distribute copies of the minutes of all meetings of the Board of Directors to all members of the Board and other duties as requested by the Foundation President as are reasonably incidental to his or her office.

Section 3. Certifications. The Executive Director shall have custody of the seal of the Foundation and shall, when necessary, attest to the official acts of the Board of Directors or any committee thereof and of any officer of the Foundation. The Executive Director shall have the authority to sign documents and

execute actions in the name of the Foundation related to actions approved by the Board of Directors including all checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money.

Section 4. Reports. The Executive Director shall oversee an annual audit of the financial statements of the Foundation after the end of each fiscal year.

ARTICLE VII - BUSINESS MANAGER

Section 1. Appointment. The College Director of Business Affairs shall serve as the Business Manager of the Foundation. The Business Manager shall serve as the comptroller of the Foundation in support of the Treasurer of the Foundation. He or she shall report to the College Vice President for Administration for preparation of an annual program of work, evaluation and supervision.

Section 2. Powers and Duties. The Business Manager shall keep full and accurate accounts of receipts and disbursements in books belonging to the Foundation, and shall verify the deposit of all moneys and other items of value only in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Foundation as may be authorized by the Board of Directors, taking proper vouchers for such disbursements. The Business Manager will prepare an account of transactions for the Treasurer or Executive Director to present at meetings of the Board of Directors and the Executive Committee, or at any time that the Treasurer may request them. The Business Manager shall have the authority to perform transactions in the name of the Foundation including all checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money.

ARTICLE VIII - COMMITTEES

Section 1. Establishment of Committees. The Board of Directors shall establish an Executive Committee and Planning and Governance Committee as described herein. In addition, from time to time, the President and/or the Board of Directors may establish such other Committees as they deem necessary.

Section 2. Executive Committee. The Board of Directors of the Foundation shall elect an Executive Committee consisting of the officers of the Foundation and at least two (2) other elected Directors who shall be elected annually. The President of the College and the President of the ESF Alumni Association shall serve on the Executive Committee as Ex-officio members. The Executive Committee, in the interim between the meetings of the Board of Directors, shall exercise all the power of the Board to the extent permitted by applicable law. A quorum is required at Executive Committee meetings to approve actions. A majority of the members of the Executive Committee shall constitute a quorum.

Section 3. Planning and Governance Committee. The Board President shall appoint a Planning and Governance Committee which shall be responsible for creating and maintaining a potential list of candidates for directorship of the Foundation, preparing ballots for election purposes as called for in Article II, Section 4. Elections. The committee shall also be responsible for monitoring and revising the strategic plan and maintaining the relevance of the bylaws by completing a periodic review to propose revisions as necessary and relevant.

Section 4. Meetings. The Executive Committee shall meet at least three (3) times annually. All other Committees shall meet at the call of their chairs.

Section 5. Notice of Meetings. Written notice of every meeting, stating a purpose or purposes for which the meeting is called, the time and date when and the place where it is to be held, shall be served to each committee member not less than ten (10) days prior to the meeting.

Section 5. Minutes. All Committees shall keep minutes of their meetings and report to the Executive Committee and Board of Directors their activities and/or actions.

ARTICLE IX - AMENDMENTS

Section 1. These By-Laws may be amended by a two-thirds ($\frac{2}{3}$) vote of the Board of Directors at any meeting of the Foundation provided that notice of the proposed amendment has been stated in the notice of the meeting.

ARTICLE X - DISPOSITION OF ASSETS ON DISSOLUTION

Section 1. No member, director, officer or employee of or member of a committee of or person connected with the Foundation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Foundation, provided that this shall not prevent the payment to any such person such reasonable compensation for services rendered to or for the Foundation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Foundation. All members of the Foundation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Foundation, whether voluntary or involuntary, the assets of the Foundation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine, subject to order of a Justice of the Supreme Court of the State of New York, exclusively to the College or other approved campus entity organized for similar purposes as the Foundation or, if the College no longer exists, such charitable, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 2. Notwithstanding any other provision of these bylaws, no member, director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they may exist or as they may hereafter be amended.

ARTICLE XI - LIABILITY AND INDEMNIFICATION

Section 1. Neither the members, Directors, nor officers of the Foundation shall be liable or responsible for any debt or obligation of the Foundation, except as otherwise required by law.

Section 2. To the extent and in the manner permitted by law, (a) the Foundation shall indemnify any person made a party to an action or proceeding by or in the right of the Foundation to procure a judgment in its favor, by reason of the fact that he, his testator or intestate, is or was a director, officer, Executive Director, Business Manager or employee of the Foundation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such person has breached his duty to the Foundation, and (b) the Foundation shall indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Foundation to procure a judgment in its favor, whether civil or criminal, including an action by or in the right of any other corporation of any type or kind, domestic or foreign, any director, officer or employee of the Foundation served in any capacity at the request of the corporation, by reason of the fact that he, his testator or intestate was a director, officer or employee of the Foundation, or served such other corporation in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such person acted in good faith, for a purpose which he reasonably believed to be in the interests of the Foundation and, in criminal action or proceedings, in addition had no reasonable cause to believe that his conduct was unlawful.

Section 3. The indemnification set forth in this Article shall apply to claims arising from acts or occurrences taking place before or after the adoption of this Article.

ARTICLE XII – CONFLICT OF INTEREST POLICY

Section 1. The Foundation shall have a written conflict of interest policy that is annually distributed to its Board members.

Section 2. Board members shall be required to annually affirm understanding of the conflict of interest policy and disclose all relationships that might cause foreseeable potential conflicts of interests.

Section 3. Foundation Board members participating in meetings where potential conflicts of interest arise should disclose the potential conflict and recuse themselves from voting on such issues. The meeting minutes should reflect the disclosure and action taken by the Board member.

Adopted at the 1973 Annual Meeting held on October 19, 1973. As amended 1982, 1986, 1987, 1991, 1993, 1995, 1996, 1999, 2000, 2003, 2004, 2007.