Long Island University

Bylaws

Adopted by the Board of Trustees November 8, 2006 *Amended December 7, 2010



Table of Contents

| ARTICLE ONE. MEMBERSHIP |
|---|
| ARTICLE TWO. OFFICERS OF THE BOARD |
| ARTICLE THREE. POWERS AND DUTIES |
| ARTICLE FOUR. MEETINGS |
| ARTICLE FIVE. COMMITTEES |
| ARTICLE SIX. CONFLICT OF INTEREST POLICY |
| ARTICLE SEVEN. INDEMNIFICATION |
| ARTICLE EIGHT. UNVERSITY OFFICERS |
| ARTICLE NINE. REPRESENTATIVES BODIES AND COUNCILS |
| ARTICLE TEN. AMENDMENTS |

Long Island University

Bylaws

Adopted by the Board of Trustees November 8, 2006

The Trustees of Long Island University, acting under an absolute charter granted by the Regents of the State of New York on February 19, 1931, and all subsequent amendments, adopt the following Bylaws. As an independent, nonsectarian institution of higher learning, Long Island University is dedicated to the conservation and discovery of knowledge, to the preparation of men and women for useful lives, to the cultivation of moral and spiritual values within a free society, and to the preservation of the highest ideals of scholarship and of community service. Long Island University, although primarily a teaching institution, is a vital research and cultural resource for the City of New York, Long Island, and the world beyond. The University is especially committed to providing access to the human and American dream, stressing the importance of experience-enriched learning; of making education affordable through co-operative education; of intensive self-discovery through enhanced, holistic counseling; and of teaching its students the many literacies required of an educated person in the twenty-first century.

Centrally administered and operating in multiple locations, the University permits each campus the flexibility to meet its distinct obligations, ensuring all students access to the rich resources the University has to offer.

These Bylaws are the sole authorized Bylaws of the University and supersede all prior versions of Chapters I, II, III and IV of the 1991 Statutes.¹ Regulations, manuals, handbooks, constitutions and similar publications may be issued by units of the University, but no documents may represent University policy or be an authoritative statement of the University, unless they have been approved in advance of issuance by the President. All documents must be consistent with the policies expressed in these Bylaws.

_

¹ The Chair of the Academic Affairs Committee of the Board is to deliver *Chapter V: The Faculties* of the 1991 Statutes to the elected representatives of the several faculty governance organizations (the "Faculty Representatives") with the request that these Faculty Representatives combine and conform the several existing governance documents and *Chapter V: The Faculties* into a possibly amended document that will become the paramount governance document. The Board recommends that the Chair appoint an Ad Hoc committee of the Board, including selected senior Officers, to work with the several Faculty Representatives in order to establish this document. When completed, it must be submitted to the several faculties and the Board for review and approval first by the several faculties followed by the Board.

ARTICLE ONE. MEMBERSHIP

Section 1. Trustees

The Board of Trustees of the University consists of 45 members, five of these members represent the Arnold & Marie Schwartz College of Pharmacy and Health Sciences. The term "whole Board" means all 45 members, including any unfilled positions. The President of the University serves as a Trustee, *ex officio*, and has all the rights of elected Trustees, including the right to vote, but is not counted towards the limit of 45 members.

Section 2. Terms and Elections

Each elected Trustee is elected or re-elected to a position vacated by a Trustee whose term expires at the annual meeting and serves a term of three years. If the office of any Trustee becomes vacant for any other reason, a new Trustee may be elected to fill the unexpired term. All elected Trustees are divided into three classes, which are as nearly equal in number as possible. The classes have staggered terms.

Section 3. Trustee Duties of Loyalty, Care and Obedience

Operating pursuant to the Education Law and the Not-for-profit Law of the State of New York and under the authority of the Regents of the State of New York, all Trustees assume the obligations of loyalty, care and obedience to the University. When fulfilling their duties as a Trustee, each Trustee understands that confidentiality and discretion regarding University business must be maintained.

Section 4. Resignation and Removal of Trustees

A Trustee may resign at any time by writing to the Chair, the President, or the Secretary. Unless otherwise specified, the resignation will take place immediately and does not require any action by the Board. If a Trustee is charged in writing with misconduct, incapacity, lack of commitment, or neglect of duty, the Board must review the allegations carefully. If these allegations prove to be valid, the Board may remove a Trustee from office if a majority of the whole Board so votes.

Section 5. Trustees Emeriti

The Board may elect a person, regardless of age, as a Trustee Emeritus/a in recognition of long, distinguished service to the University. A Trustee Emeritus/a is entitled to receive notice of all meetings of the Board, to receive minutes of all meetings, and to be appointed a member of any committee, except the Executive Committee. A Trustee Emeritus/a has the power to vote at meetings of any committee on which the Trustee Emeritus/a may serve but may not vote at meetings of the Board.

ARTICLE TWO. OFFICERS OF THE BOARD

At the annual meeting, the Board must elect from among the Trustees a Chair, a Senior Vice Chair, one or more Chancellors to represent individual campuses, a Secretary, and other Officers at the Board's pleasure. Each Officer serves a one-year, but renewable, term. The Board also elects the Chairs and Vice Chairs of the several Committees.

Section 1. Chair of the Board

The Chair is the presiding Officer of the Board and the Executive Committee and is an *ex officio* member of all Board Committees.

Section 2. Senior Vice Chair of the Board

In the absence or incapacity of the Chair, the Senior Vice Chair, in service as Vice Chair, assumes the role of Chair of the Board on an interim basis until a new Chair is selected. The Senior Vice Chair may be elected Chair of a Standing Committee or Committees.

Section 3. Committee Chairs and Committee Vice Chairs

Committee Chairs or Co-Chairs preside over each Committee as enumerated in Article Five, Section 2.

Section 4. Secretary

The Secretary gives notice of all meetings of the Board and the Executive Committee and sees that a record of all actions of the Board and the Executive Committee is kept. The Secretary is the custodian of the seal of the University and affixes the seal to all documents, diplomas, certificates and other instruments requiring the seal. The Secretary has such other powers and duties as are incident to the Office of Secretary or as may be determined by the Board. In the absence or disability of the Secretary, or by Board delegation, the duties of the Secretary may be performed by an Assistant or Acting Secretary.

Section 5. Chancellors

Because Long Island University is a multicampus institution, the Board may, at its discretion, designate a member of the Board to serve, in addition to his/her responsibilities as a Trustee, as Chancellor of a specific residential campus, the Arnold & Marie Schwartz College of Pharmacy and Health Sciences or several non-residential campuses. The Chancellor works with the Chair of the Board, the University President, the Campus Provost, and the other Officers and Deans to promote the health and well-being of that campus. The Chancellor plays an official role at Commencement and other ceremonial occasions but does not hold any administrative authority

or responsibility other than as a member of the Board, Executive Committee and Compensation Committee.

Section 6. Other Officers of the Board

The Board may, from time to time, elect other Officers of the Board for terms and with duties and powers not inconsistent with these Bylaws, as the Board may determine.

ARTICLE THREE, POWERS AND DUTIES

The Board holds ultimate responsibility for setting policy and overseeing the management of the University. The Board has all the powers vested in it by law, including, but not limited to, the following:

- (a) to establish and review the aims, objectives and educational policies of the University;
- (b) to organize and maintain colleges of liberal arts and sciences and such other colleges, professional schools and programs as it may determine to be desirable;
- (c) to authorize the University's acquisition of or affiliation with other academic or professional institutions;
- (d) to appoint and remove the President of the University, to fix the President's term of office and compensation;
- (e) to approve the annual budget, and the annual and any interim financial reports;
- (f) to approve the promotion and the granting of tenure to faculty members and to approve collective bargaining agreements;
- (g) to authorize degree programs and the granting of all degrees;
- (h) to acquire, maintain, develop or dispose of the University's resources and assets; and
- (i) to exercise any and all other powers which the Board may determine appropriate for the fulfillment of any of the foregoing.

ARTICLE FOUR. MEETINGS

Section 1. Regular and Special Meetings

The Board has no less than four regularly scheduled meetings in each academic year. The first meeting of each academic year is designated the Annual Meeting, at which the Board elects Trustees, Officers, and committee members; adopts a schedule for subsequent meetings of the academic year; and transacts other organizational business. A special meeting may be called by

the Chair of the Board or a majority of the Executive Committee upon proper notification. Notice of the time and place of all meetings of the Board must be mailed by the Office of the President of the University upon instruction from the Chair of the Board or its Secretary to each Trustee's usual address, not less than five days before such a meeting. At a special meeting, no business is to be transacted which does not relate to the purposes stated in the notice. Notice of any meeting need not be given, however, to any Trustee who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without protesting the lack of notice.

One faculty representative from the Board-recognized governance bodies of each of the residential campuses and the College of Pharmacy, as well as from the University Faculty Senate, will be invited to attend the regular and special sessions of the Board, but will not have the right to vote.

Section 2. Quorum and Action by the Board

A simple majority of the whole Board constitutes a quorum for the transaction of business. Trustees who participate by means of conference telephone or other technologies are deemed to be present at the meeting provided all persons participating in the meeting are able to hear each other at the same time. A majority of the Board present at a meeting, whether or not a quorum is present, may adjourn that meeting to another time and place. Notice of the time and place of an adjourned meeting is to be given to Trustees who were not present at the time of such adjournment. Each Trustee has one vote. The vote of a majority of the Trustees present at the time of a vote, if a quorum is present, is an action of the Board, unless the question or action is one upon which a different vote is required by express provision of law, including the University Charter, or these Bylaws. Except as otherwise provided by law, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting, if one-half of the members of the Board then in office consent in writing to the adoption of a resolution authorizing such an action. Such resolutions and written consents are to be filed with the minutes of proceedings of the Board. At any meeting of the Board, the Chair of the Board or a majority of the Executive Committee may order the meeting into closed session, at which the Board meets without the President or anyone else, or executive session, at which some or all of the Officers and staff may be present, at the discretion of the Chair.

ARTICLE FIVE. COMMITTEES

There is an Executive Committee of the Board and there are eight Standing Committees and four Operating Committees (collectively the "Committees"). The Board may, from time to time, establish other committees and ad hoc committees, delegate authority and elect Officers to these committees. Except as otherwise provided in these Bylaws, the members of a Committee are

elected by the Board at the Annual Meeting for a term of one year and until the election and qualification of their successors. Membership on Committees is not restricted to membership on the Board. The Chair of the Board may appoint ex officio members to a Committee, however, only Trustees and Trustees Emeritus/a may exercise a vote on committee. All Committees reserve the right to declare an Executive Session at any time. Deliberations of all Committees are confidential, unless two-thirds of the Trustees of that Committee wish to release minutes, documents or information.

Standing Committees

- (a) Committee on Academic Affairs
- (b) Committee on Budget and Finance
- (c) Committee on University Relations
- (d) Committee on Development
- (e) Committee on Buildings and Grounds
- (f) Committee on Student Affairs
- (g) Committee on Planning
- (h) Committee on Honorary Degrees

Operating Committees

- (a) Committee on Audit
- (b) Committee on Investments
- (c) Committee on Nominations
- (d) Committee on Compensation

In the cases of the Standing Committees on Academic Affairs, Budget and Finance, University Relations, Development, Buildings and Grounds, Student Affairs, Planning and Honorary Degrees there is one faculty representative from the Board-recognized governance body of each of the residential campuses and College of Pharmacy, as well as one from the University Faculty Senate. Each Faculty representative sits with voice but without vote.

In the event that the Board decides to review the question of faculty liaison with the Board and decides that it wishes to withdraw recognition of that faculty governance body, the Board will so inform the faculty governance body giving its reasons in writing to that body. Before the Board withdraws such recognition, the matter will be brought before the Board and voted at two consecutive meetings immediately following the issuance of the notice of the Board's desire to withdraw recognition. If the Board finally decides to withdraw recognition, it will so advise the faculty governance body by transmitting its reasons in writing to the body.

Each Committee determines its own procedures consistent with these Bylaws, including whether to keep minutes.

The Committee Chair reports to the Board, from time to time, concerning Committee proceedings either orally or in writing.

Committees do not have a quorum requirement for the transaction of business. Participation by one or more Committee members by means of a conference telephone call or similar communications equipment, allowing all persons participating in the meeting to hear each other at the same time, constitutes presence at a meeting. Each Committee member has one vote. The vote of a majority of Committee members present at the time of a vote is an act of the Committee, unless the question or action is one upon which a different vote is required by express provisions of law, the University Charter, or these Bylaws.

Except as otherwise provided by law, any action required or permitted to be taken at any meeting of any Committee may be taken without a meeting, if all members of the Committee consent in writing to the adoption of a resolution authorizing such an action.

Section 1. Executive Committee

The Executive Committee consists of the Chair of the Board, who presides, the Senior Vice Chair, the Chairs for each Standing Committee, the Secretary, the Chancellors, the President and such additional Trustees as the Board may elect.

The Executive Committee may invite University Officers to attend all or part of its meetings. Between meetings of the Board, the Executive Committee exercises all powers of the Board, except those reserved to the Board by law, Board resolutions or as follows:

- (a) to remove from office a Trustee, an officer of the Board or the President;
- (b) to grant degrees;
- (c) to adopt, amend, modify, suspend or revoke these Bylaws.

If the Chair determines that the President is incapacitated and cannot perform his/her duties, Chair will convene an emergency meeting of the Executive Committee in order to develop an interim alternative administrative structure.

Section 2. Structure and Function of the Standing and Operating Committees

Each Standing or Operating Committee consists of a Chair or Co-Chair elected by the Board, the Chair of the Board, the President, and such additional Trustees, but not less than three, as the Board may elect. All Committees are advisory to the Board.

(a) Standing Committee on Academic Affairs

This Committee advises the Board on all academic matters including but not limited to:

- (1) educational policies for degree programs and non-degree programs;
- (2) granting of degrees and acknowledgments of distinction;
- (3) Faculty appointment, promotion, retention, tenure and leave;
- (4) educational standards and criteria for evaluation of faculty and students; and
- (5) the management and improvement of libraries and other collections.

(b) Standing Committee on Budget and Finance

This Committee advises the Board of financial matters including the budget and the business management of the University.

(c) Standing Committee on University Relations

This Committee advises the Board on improving the University's marketing and public relations programs.

(d) Standing Committee on Development

This Committee advises the Board on the University's fund-raising, including efforts to secure support for annual operating purposes, restricted gifts, capital and endowment funds. The Committee provides leadership in development and advises the Board on alumni affairs.

(e) Standing Committee on Buildings and Grounds

This Committee advises the Board on the condition and improvement of the University's buildings and grounds. The Committee also advises on campus planning, construction of new facilities, including architectural services and the acquisition and sale of property.

(f) Standing Committee on Student Affairs

This Committee advises the Board on all aspects of student life, including the climate of learning, student extracurricular activities, counseling, student governance, student

publications, housing and athletics. The Committee meets periodically with student representatives.

(g) Standing Committee on Planning

This Committee is responsible for coordinated educational, programmatic, fiscal planning and the development of plans for the University's future.

(h) Standing Committee on Honorary Degrees

This Committee advises the Board on suitable candidates for honorary degrees at all commencements and special convocations.

(i) Operating Committee on Audit

This Committee selects and meets as required with the University auditors, both external and internal, to monitor the adequacy, and compliance with, the internal controls supporting the business practices, administrative procedures and accounting systems of the University, recommending any changes deemed appropriate. The Committee reports to the Full Board after the annual audit is completed.

(j) Operating Committee on Investments

This Committee monitors the management of the endowment and quasi-endowment funds of the University, selecting investment advisors and determining what portion of the University's funds are to be held in cash, in equities, in fixed income investments or alternative investments. The Committee reports to the full Board at least once each fiscal year and takes whatever steps may be required to assure that the fiduciary obligations of the Board of Trustees are fully met.

(k) Operating Committee on Nominations

This Committee reports to the Board of Trustees their nominations for Officers and members of the Board of Trustees and Board Committees.

(1) Operating Committee on Compensation

This Committee consists of the Chair of the Board, Senior Vice Chair, Secretary and the Chancellors. This Committee reviews all relevant internal and external demographic/economic data and determines the compensation for all Officers of the University in accordance with the relevant provisions of the Internal Revenue Code and other laws and regulations.

ARTICLE SIX. CONFLICT OF INTEREST POLICY

Section 1. Scope

This policy applies to all Long Island University Trustees and Officers and to selected employees and other University representatives.

Section 2. Fiduciary Responsibilities

Trustees, Officers, employees, and other representatives of Long Island University serve the public trust and are required to fulfill their duties with care, loyalty and obedience to applicable laws, regulations and internal policies. All decisions and actions of the board and the administration are to be made for the sole purpose of advancing the best interests of the institution and the public good.

The integrity of Long Island University must be protected at all times, and the fiduciary relationship of Trustees, Officers, employees, and other representatives to Long Island University must be respected in both actuality and appearance. A conflict of interest exists when a University representative's direct or indirect personal interests are inconsistent with or interfere in any way with the best interests of the University. Through this policy, the Board of Trustees intends to implement the highest possible ethical standards and to establish that the University will not tolerate conflicts of interest. The Board, through its Executive Committee, will administer this policy strictly, with complete transparency, and in accordance with the following principles:

- In general, it is the policy of the University that it will not engage in business or financial relationships with Trustees or Officers.
- No business or financial relationship between the University and any trustee or officer, or a member of his or her immediate family, or any entity with which a trustee or officer or a member of his or her immediate family is affiliated, will be permitted unless it has been thoroughly reviewed and considered by the Executive Committee and has been found to be of clear benefit to the University to the extent that the benefit to the University clearly outweighs any gain or benefit to the person or entity doing business with the University.
- Any proposed business or financial relationship between the University and an overseer, or a member of his or her immediate family, or any entity with which the overseer or a member of his or her immediate family is affiliated, is subject to the prior review and approval of the President.
- Any proposed business or financial relationship between the University and a covered employee or other representative, or a member of his or her immediate family, or any

entity with which the covered employee or other representative or a member of his or her immediate family is affiliated, is subject to the prior review and approval of the Executive Committee. The Executive Committee may create a Compliance Committee consisting of members of the Executive Committee and other Trustees or staff of the University as it chooses. The Compliance Committee shall report to and be subject to the oversight of the Executive Committee.

Any offer of full-time employment to a member of the immediate family of a Trustee,
Officer, or covered employee or other representative is subject to the prior review and approval of the President.

Section 3. Procedures

Effective implementation of this policy requires, first, the full disclosure of individual interests that might conflict with the best interests of the University. Second, the interested Trustee, Officer, or covered employee or other representative must refrain from participating in University decision making with respect to any transaction or relationship in which he or she is interested. Finally, an independent determination must be made that the transaction or relationship meets the applicable standard and should be entered into or continued.

(a) Disclosure

All Trustees, University Officers, and all other employees or representative who do business on behalf of the University ("covered person(s)") are required to disclose on the Conflict of Interest Disclosure Form any business or financial relationship they or members of their immediate families have or propose to have with the University, either directly or through another entity in which they have a significant interest. The disclosure form is to be filed annually; an amended form must be filed promptly in the event of a material change in circumstances. Such covered persons must provide advance written disclosure of any proposed business or financial relationship covered by this policy to the Chair of the Board with a copy to the University Counsel. The following guidelines are provided to help determine whether a relationship should be disclosed:

- A business or financial relationship includes the sale or acquisition of goods, property, or services; the commitment of resources to a common venture; or, in the case of a member of one's immediate family, an employment relationship. It does not include attending Long Island University as a student.
- A member of one's immediate family means (1) a spouse; (2) a child, grandchild, parent, grandparent, sibling, uncle, aunt, nephew, or niece, or the spouse of any such person; (3) a

person having a step-relationship described in (2) above; (4) a parent-in-law or a brother or sister-in-law; or (5) any other person who resides in the same household as the Trustee, Officer, or employee.

• A significant interest in another entity includes service as a trustee, director, partner, or management-level employee; the actual or beneficial ownership of more than 5% of the entity; or a compensation arrangement that is dependent upon a business or financial relationship with the University. The foregoing guidelines are not intended to be exclusive; other relationships or interests that might conflict with the best interests of the University should also be disclosed. If a Trustee, Officer, or covered employee or other representative is uncertain whether to disclose a particular business or financial relationship, the Chair of the Board or the University Counsel should be consulted. Disclosure forms will be filed with the University Counsel.

(b) Restraint on Participation

Trustees, Officers, and covered employees and other representatives who have disclosed a potential conflict of interest shall refrain from participating in the University's consideration of any proposed business or financial relationship in which he or she is interested, except to respond to questions or to provide further information. If a transaction or relationship requires a vote, the interested party should not be present at the time of the vote.

(c) Approval of Business or Financial Relationship

An ad hoc committee will be appointed by the Chair to recommend to the Board whether a business or financial relationship involving a Trustee or Officer should be entered into or continued. In the case of any such relationship involving a Trustee, such a determination shall be set forth in a written report of the ad hoc committee and provided to the Board of Trustees. The Board will determine whether a business or financial relationship involving a covered employee or other representative should be entered into or continued.

ARTICLE SEVEN. INDEMNIFICATION

The University indemnifies any Trustee, Officer of the Board or University Officer in the manner and to the fullest extent permitted by law.

ARTICLE EIGHT. UNIVERSITY OFFICERS

*Amended December 7, 2010

The University Officers are the President, the Vice President for Academic Affairs, the Vice President for University Relations, the Vice President for Finance and Treasurer, the Provosts of the residential campuses, Vice President for Planning, Vice President for Legal Services and such other Officers as the President appoints. University Officers attend regular meetings of the Board and Executive Committee as observers.

Section 1. President

The President is the chief executive, financial, development and academic officer of the University, exercising superintendence over the affairs of the University. The President is a member of all faculties of the University. The duties of the President include, but are not limited to, the following:

- (a) to review and make recommendations to the Board respecting the aims, objectives and educational policies of the University and to administer the policies established by the Board;
- (b) to direct the preparation of the annual budget for submission to the Board and administer the budget after approval by the Board;
- (c) to make recommendations to the Board concerning appointment, promotion, tenure, and dismissal of faculty members;
- (d) to appoint such additional administrators and staff as the President may determine;
- (e) to negotiate collective bargaining agreements and submit such agreements to the Board for approval;
- (f) to coordinate fundraising and public relations activities;
- (g) to confer duly authorized degrees and honors, and countersign appropriate diplomas and testimonials; and
- (h) to perform all acts and execute all documents necessary or desirable to effect the actions of the Board and the Executive Committee.

Section 2. Vice President for Academic Affairs

The Vice President for Academic Affairs is responsible for all aspects of the intellectual and academic life of the University, including the overseeing of all teaching and research programs; academic computing; the University library system; the registration of programs with the Board of Regents; the accreditation and re-accreditation of those programs which are periodically reviewed by professional societies; class and section size management and relations with the faculty through collective bargaining, the University Faculty Senate, the Campus Senates and Councils, and via the

school and departmental structures. The Vice President for Academic Affairs is responsible for overseeing the appointment, reappointment, promotion and tenure processes and for assuring that the University has an outstanding Faculty committed to teaching, scholarship, and service to higher education. The Vice President for Academic Affairs has direct supervision of all Academic Deans.

Section 3. Provosts

The Provost of each residential campus, a University Officer with the rank of Vice President, is the senior administrative officer of that campus. Among the several responsibilities vested in the Provosts are all aspects of enrollment services, student life, athletics, plant management, campus specific budgetary responsibilities, the administration and non-academic oversight of the several non-residential campuses of the University, and outreach to the wider community and the many stakeholders connected to that campus.

Working in close liaison with the other Vice Presidents and the academic Deans on that campus, the Provosts are the responsible managers of a matrix that seeks to permit each campus sufficient autonomy to nurture its own identity, priorities and operations, while equally advancing the coherence and mission of the University. Because there are inevitably a continua of budgetary, administrative and personnel decisions that involve the several Vice Presidents and each Provost, each Provost and the appropriate Vice President must respect the defined spheres of responsibility of the other and seek common ground where their worlds overlap.

Section 4. Vice President for University Relations

Working closely with the President and the Trustees, the Vice President for University Relations is responsible for fundraising, marketing, public and government relations. The Vice President for University Relations is responsible for articulating and presenting the mission of the University to its many constituencies, including friends, donors, alumni/ae, parents, employees, potential students and the general public. In the development function the Vice President for University Relations oversees the solicitations for unrestricted, restricted, capital and endowment gifts. The Vice President for University Relations also normally has oversight over projects, facilities or programs that cater to the external communities as well as the internal University family.

Section 5. Vice President for Finance and Treasurer

Under the supervision of the President, the Vice President for Finance and Treasurer manages all business operations of the University and all University funds; establishes procedures for reviewing all contracts and for meeting the business needs of the University; is responsible for the preparation of budgets and any financial reports that may be required by governmental authorities; deposits funds in accordance with resolutions of the Board of Trustees or the direction of the President; and safeguards the assets of the University. All payments of funds must be pursuant to resolutions of the Board or authorization by the President.

Section 6. Vice President for Planning

Under the supervision of the President and working closely with the other University Officers, the Vice President for Planning facilitates integrated, multi-year strategic planning to support and advance the University's educational mission; benchmarks the University's progress toward achievement of strategic goals; identifies and works to implement educational, financial, technological, and administrative best practices; directs University institutional research, including reporting, data management, and special studies; oversees University and campus working groups; and provides analysis and consultation to the President, other University Officers, and Board on issues with direct strategic impact on the priorities of the University.

Section 7. Vice President for Legal Services and University Counsel

The Vice President for Legal Services and University Counsel is responsible for managing the legal affairs of the University, including, providing advice and counsel to senior administrators and the Board of Trustees, defending the University in legal actions, supervising internal legal staff and outside counsel, dealing with outside agencies when necessary and supporting other staff in matters and transactions requiring legal advice and counsel.

Section 8. Vice President for Human Resources

The Vice President for Human Resources is the University's chief human resources officer and is charged with the task of managing efficiently the employee workforce. Working closely with the President, other University Officers, and key staff on the campuses, the Vice President for Human Resources oversees the University's personnel services, policies and programs, including workforce staffing and recruitment; employee orientation, development and training; compensation and fringe benefits; employee relations, services and counseling; human resources information systems as well as policy development, documentation, record keeping and compliance. In conjunction with the appropriate other University Officers, the Vice President for Human Resources will help to resolve those employee grievances and disputes that may arise with union and non-union employees on issues of compensation and conditions of employment.

Section 9. Vice President for Information Technology

The Vice President for Information Technology is responsible for managing all aspects of the University's information technology operations, including administrative systems, databases, dashboards, networking, video and telecommunications infrastructure. The Vice President for Information Technology also provides oversight for University-wide information systems compliance and security in accordance with policies set forth by the Vice President for Legal Services and University Counsel. The Vice President for Information Technology collaborates with the Vice President for Academic Affairs to implement a unified, comprehensive learning management system and online education initiatives. Working closely with the other University

Officers, the Vice President for Information Technology also manages business process improvement initiatives across the University.

ARTICLE NINE. REPRESENTATIVE BODIES AND COUNCILS

Section 1. Councils of Overseers

Councils of Overseers exist to promote individual units, divisions, programs, centers or campuses of the University by advising the Administration and the Board on program, finances, academic matters, fund-raising, public relations or other issues. Membership size can be set by the Council but will usually not exceed thirty.

In those circumstances where a previously autonomous organization subsequently affiliated with the University, past practice and a respect for prior tradition are the operative modalities, provided that such practices are consistent with current Board procedures and practices.

Whenever possible, at least one Trustee of the University serves on each Council. The President or his designees attends all Council meetings and must be kept fully conversant with the priorities and issues under discussion.

Councils play an advisory role. They cannot legally commit the University to expenditures, changes in program or new priorities, without the express approval of the President and/or the Board of Trustees.

Section 2. Representatives of the University - Generally

Except for employees acting within the scope of their normal duties, no person, organization or other entity may purport to represent the University or its interests without the express permission of the President acting on behalf of the Board.

Funds raised or other monies collected on behalf of the University may not be held outside the University's management and accounting control.

ARTICLE TEN. AMENDMENTS

These Bylaws may be amended or suspended by a written notice given at one meeting of the Board and a resolution passed at a succeeding meeting, except where a Charter Revision is also required and statutory provisions of New York State law require alternative procedures.

