

# **AMENDED & RESTATED BYLAWS**

**OF**

## **STUDY NEW YORK, INC.**

*Adopted as of July 14, 2009*

*Suggested revisions for Board Consideration November 2011*

### **ARTICLE I NAME AND OFFICES**

Section 1.1 Study New York, Inc. (the “Corporation”) is a not-for-profit corporation organized under the laws of the State of New York.

Section 1.2 The office of the Corporation shall be located at such place as the Board may from time to time determine.

Section 1.3 The Corporation shall have and continuously maintain in the State of New York a registered office.

### **ARTICLE II MISSION**

Section 2.1 The Corporation shall represent a group of educational and training organizations in New York State whose broad purpose is to connect international students and professionals with quality education and training.

Section 2.2 The mission of the Corporation is to position New York State as the destination of choice for faculty, researchers and students from around the world, thereby improving the visibility and global competitiveness of the State’s institutions of higher learning, and expanding the State’s services exports. Specific goals include collective work to develop, promote, and distribute marketing materials that serve the common needs of all members, to collaborate on international student recruitment events and to deploy web-based tools to support and advance such activities.

### **ARTICLE III MEMBERS**

Section 3.1 The membership of the Corporation, with voting rights, shall be limited to education organizations defined as: not-for-profit college or university organizations located in New York State, and that (1) are accredited by state, regional, and/or national accrediting organizations recognized by the Department of Education; (2) offer international participants college or university programs organized into a curriculum designed to serve the needs of the participants; (3) are overseen by a person having clearly defined responsibility for the overall administration of the program; (4) offer instruction during published sessions; (5) are fully authorized to conduct business

at a leased or owned site in New York; (6) advise participants with regard to federal regulations applicable to their visa type; and (7) have promotional materials that reflect the above points.

Section 3.2 Affiliates of the Corporation shall consist of those entities that support the mission and goals of the Corporation, but who otherwise do not meet the criteria described in Section 3.1. Affiliates would not have voting rights.

Section 3.3 Members and affiliates of the Corporation will be recognized by the Corporation upon the payment of dues. Initial dues for members and affiliates are to be set by the Board of Directors, and amendments are to be recommended by the Secretary-Treasurer and approved by the Board of Directors.

Section 3.4 The Secretary-Treasurer shall notify members and affiliates who are in arrears, and those whose fees are not paid within 60 calendar days of the announced annual membership deadline, thereafter shall be automatically dropped from members or affiliate status.

Section 3.5 All rights and privileges of members shall be exercised by the designated representatives appointed by member institutions. Persons acting as designated Liaisons (as defined below) shall be members of the staff or faculty of the organizations they represent. On any occasion, only one person shall exercise the rights and privileges of membership for member organizations.

Section 3.6 A member organization or college may be removed from membership by majority vote of the Board of Directors in the case that the organization ceases to maintain the qualifications for membership or an affiliate, as appropriate.

## **ARTICLE IV BOARD OF DIRECTORS**

Section 4.1 The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have general supervision of the affairs of the Corporation and shall perform other duties as are specified in these Bylaws.

Section 4.2 The Board of Directors shall be comprised of no fewer than twelve (12) persons, and additional members may be added as to the Board deems necessary. Of these, four shall be the officers of the Corporation, two shall be the federal and state government liaisons (the “Government Liaisons”), three shall be the administrative liaisons for each of the State University of New York (“SUNY”), City University of New York (“CUNY”) and the Commission on Independent College and Universities (“CICU”) (the “Higher Education Liaisons” and together with the Government Liaisons, the “Liaisons”), and the rest shall be elected from among the member organizations, having one vote each, to be exercised by the person duly authorized to vote by each member organization per section 3.5. The directors shall be classified with respect to their terms of office by dividing them into three (3) classes, each class to be as nearly equal in number as possible.

Section 4.3 A Liaison may be removed for cause upon a vote of 2/3 of the directors. Any other director may be removed at any time for cause by a vote of directors then in office at a regular meeting or special meeting of the Board called for that purpose; provided that there is a quorum of not less than a majority present at such meeting; provided further that at least one week’s notice of the proposed action shall have been given to all directors then in office.

Section 4.4 Any director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Secretary-Treasurer or Chair of the Corporation. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a director.

Section 4.5 Any vacancies of a Liaison shall be appointed by the entity represented by such vacant Liaison. Any other newly created directorships and any vacancies on the Board of Directors arising at any time and from any cause may be filled at any meeting of the Board by a majority of the directors then in office, regardless of their number, and the directors so elected shall serve until the next annual meeting.

Section 4.6 The Standing Committees of the Board of Directors include: Marketing & Programs; Membership and Communications. The Board of Directors may from time to time designate additional Ad Hoc committees to serve at the pleasure of the Board. For both Standing and Ad Hoc committees, the Board will determine the director or directors to serve as the member or members of such committees, and will include, at its discretion, other Study New York member representatives.

Section 4.7 The Board of Directors shall be comprised of members from diverse regions and sectors so as to ensure representation of the entire State.

Section 4.8 Terms of members at large. Terms of office for board members at large shall be two years. Members at large may be re-elected twice (three consecutive terms).

Section 4.9 The Board of Directors is responsible for maintaining a balanced budget on an annual basis.

## **ARTICLE V OFFICERS**

Section 5.1 The officers of the Corporation shall be a Chair, Chair-Elect, Secretary -Treasurer and Past Chair. The officers and the five Liaisons shall comprise the Executive Committee of the Board. Each of the five Liaisons, representing federal government, state government, and administrative liaisons for SUNY, CUNY and CICU, shall serve in a non-voting advisory capacity only.

Section 5.2 The eligibility for service as an officer shall be limited to designated board member representatives of member organizations, which are in good standing at the time the individual is elected. Affiliates may not serve as an officer.

Section 5.3 The term of office for each officer shall be two years, except for the Secretary-Treasurer, whose term shall be three years. Officers shall be selected by the members

Section 5.4 The Board of Directors may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine. To the fullest extent allowed by law, the Board of Directors may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

Section 5.5 Any officer, employee or agent of the Corporation may be removed with or without cause by the Board of Directors.

Section 5.6 Should the office of Chair become vacant, the Chair-Elect shall succeed to the office, completing the unexpired term. Should any other office become vacant, the Chair, in consultation with the Board of Directors, shall appoint a member to the vacant position to complete the unexpired term.

Section 5.7 The Secretary-Treasurer is responsible for coordinating the election of officers. The officers shall be elected by ballot disseminated to the members no less than 30 days after the Annual Meeting. Each member is entitled to one vote and shall receive one ballot. Election results shall be included in the minutes for the spring meeting, and newly elected officers shall begin their terms of office at the close of the spring quarter.

Section 5.8 The Secretary-Treasurer shall ensure that an accurate account of all receipts and expenditures and outstanding bills is maintained for the Corporation.

Section 5.9 No person shall serve as more than one officer at one time.

Section 5.10 Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. A quorum of three of the four members of the executive committee must be in attendance for business transactions to take place and motions to be passed.

## **ARTICLE VI MEETINGS**

Section 6.1 There shall be at least one Board meeting per year. During each meeting, the Board of Directors will decide the date and location for the next meeting. Additional meetings may be called by the Chair as needed.

Section 6.2 Special meetings of the Board can be called by the Chair or by the Executive Committee. Except in the case of emergency, at least 15 days notice of the time, place and purpose of the meeting shall be given to the members.

Section 6.3 There may be member meetings. Voting privileges of member organizations at meetings shall be exercised by the designated representatives appointed by member institutions, or their proxy. Votes may also be taken by ballot disseminated to the members no less than 30 days prior to a member meeting. Each member organization shall receive one ballot. Vote results shall be included in the minutes for the following member meeting.

Section 6.4 Subject to the requirement for notice of meetings, members of the Corporation or directors, as the case may be, may participate in a meeting by means of a conference telephone, video conference or similar communications equipment (including Internet meeting or any other electronic form) by means of which all persons participating in the meeting can hear each other, and participation in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 6.5 The Secretary-Treasury shall keep minutes of all meetings and shall send out notices of all meetings. Minutes of all meetings shall be distributed to all members of the Corporation (in case of the member meetings) or all directors (in case of the Board meetings) prior to or at the subsequent meeting.

## **ARTICLE VII CONFLICTS OF INTEREST**

Section 7.1 The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or a director of the Corporation. This policy is intended to supplement and not replace any applicable state laws governing conflicts of interest applicable to not-for-profit and charitable corporations.

Section 7.2 Any director, officer, or member of a committee with Board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- (a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- (b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Section 7.3 An interested person and the Board of Directors must take the following procedures:

- (a) In connection with any actual or possible conflicts of interest, an interested person must make a prompt, full and frank disclosure of the existence of his or her financial interest and all relevant and material facts relating thereto to the Board of Directors or a committee considering the proposed transaction or arrangement.

- (b) After disclosure of the financial interest and all material facts relating thereto, and after any discussion thereof, the interested person shall leave the Board of Directors or committee meeting while the financial interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.
- (c) An interested person may make a presentation at the Board of Directors or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- (d) If the Board of Directors or a committee has reasonable cause to believe that a director or an officer has failed to disclose actual or possible conflicts of interest, it shall inform such director or officer of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.
- (e) If, after hearing the response of such director or officer and making such further investigation as may be warranted in the circumstances, the Board of Directors or a committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- (f) The minutes of the Board of Directors or a committee shall contain:
  - (i) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed; and
  - (ii) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

#### **ARTICLE VIII AMENDMENT OF BYLAWS**

These Bylaws may be amended by two-thirds of the Board of Directors. Amendments to the Bylaws may be initiated by the Executive Committee or by written petition to the Executive Committee, signed by ten percent of the membership. The Executive Committee shall be required to submit a ballot within thirty days of receiving such petitions.

#### **ARTICLE IX STATEMENT OF NON-PROFIT STATUS**

No part of the net earnings of the Corporation shall accrue to the benefit of, or be distributed to, its members, directors, officers, agents or other private persons (except that reasonable compensation

may be paid for services rendered to or for the Corporation, affecting one or more its purposes) and no member, director, officer, agent or other private person shall be entitled to share in the distribution of any of the assets of the Corporation upon its dissolution. No substantial part of the activities of the Corporation shall involve propaganda, or otherwise attempting to influence legislation, and the organization shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities which are prohibited under Sec. 501(c)(3) of the Internal Revenue Code of 1986 and regulations thereunder (as they now exist or may hereafter be amended). Upon dissolution of the Corporation, the assets of the Corporation shall be distributed exclusively to charitable, literary, or educational organizations which would then qualify under the provisions of Sec. 501(c)(3) of the Internal Revenue Code of 1986 and Regulations thereunder (as they now exist or as they may hereafter be amended).

## **ARTICLE X MISCELLANEOUS**

Section 10.1 The Board of the Directors is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to disburse checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 10.2 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, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 10.3 There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board and members.

Section 10.4 The fiscal year of the Corporation shall be determined by the Board of the Directors.

Section 10.5 The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, or his or her testator or intestate, was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

Section 10.6 The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors, officers and employees pursuant to Section 10.5, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 10.5.

Section 10.7 References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted. In the event of a conflict

between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.