

FASHION INSTITUTE OF TECHNOLOGY

BOARD OF TRUSTEES

FOUR HUNDRED EIGHTY-SECOND MEETING

DECEMBER 9, 2021

4.4 Amendment and Restatement of FIT Bylaws

482.4

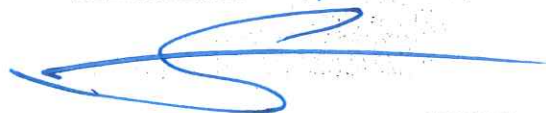
WHEREAS:

1. The college's bylaws were last amended by board resolution on May 2, 2012, for reasons, including but not limited to, certain amendments made to Article 126 of the New York Education Law.
2. The board now desires to place into effect revised roles and responsibilities for its three standing committees, and otherwise to act to revise certain provisions of the bylaws to ensure that it operates in conformance with existing best practices of governing boards.
3. The Chair and President have proposed the attached revised bylaws to carry out the intent of this resolution.

Therefore, be it

RESOLVED, that the proposed amended and restated bylaws of the Fashion Institute of Technology, dated as of December 9, 2021, be and hereby is approved by the Board of Trustees, effective immediately.

A true copy of a Resolution
Adopted by the Board of Trustees of
the Fashion Institute of Technology
on 12/9/2021



Secretary of the College

**FASHION INSTITUTE OF TECHNOLOGY
BYLAWS**

ADOPTED BY THE BOARD OF TRUSTEES

December 9, 2021

ARTICLE I. ORGANIZATION

- A. **Name.** The name of the college shall be Fashion Institute of Technology and may sometimes be referred to as "FIT."
- B. **Authority.** FIT shall be operated and maintained as a community college under the program of the State University of New York (SUNY); with the New York City Department of Education (the successor entity to the Board of Education) as local sponsor and with the cooperation of the Fashion Institute of Technology Foundation (hereinafter "FIT Foundation") (the successor entity to the Educational Foundation for the Fashion Industries), in accordance with article 126 of the Education Law of the State of New York (Education Law), as it may be amended from time to time.

ARTICLE II. BOARD OF TRUSTEES

- A. **Board of Trustees.** FIT shall be administered by a board of trustees as provided by the Education Law, as it may be amended from time to time.
- B. **Membership.** The number of trustees shall be sixteen: eight appointed by the local sponsor (one of whom may be a member of such sponsor); seven appointed by the governor from among persons who reside in the city of New York; and one elected by and from among the students of the college. The student member shall be afforded the same parliamentary privileges as are conferred upon voting members, including but not limited to, the right to make and second motions and to place items on the agenda. The student member shall be subject to every provision of any general, special or local law, ordinance, charter, code, rule or regulation applying to the members of such board with respect to the discharge of their duties including, but not limited to, those provisions setting forth codes of ethics, disclosure requirements and prohibiting business and professional activities. The election of the student member shall be conducted in accordance with rules and regulations promulgated by the college's representative campus student association in accordance with guidelines established by the state university trustees. In the event that the student member ceases to be a student at the college, he or she shall be required to resign from the board of trustees, unless the board otherwise approves such member remaining on the board despite the member no longer being a student at the college. The one member elected by and from among the students of the college may be removed by such students in accordance with rules and regulations promulgated by the college's representative campus student association in accordance with guidelines promulgated by the state university trustees.
- C. **Term.** The term of each trustee shall be seven years, except for the student member who

shall serve for one year. All terms shall commence on July 1st. A trustee, including without limitation the student member, having entered on the duties of office, shall hold over and continue to discharge the duties of office after the expiration of his or her term until a successor is appointed.

D. **Vacancies.** Vacancies shall be filled for unexpired terms in the same manner as original selections by the authority responsible for the original selection.

E. **No Compensation.** Trustees shall receive no compensation for their services as trustees or as board committee members but shall be reimbursed for their expenses actually and necessarily incurred by them in the performance of their duties.

F. **Trustee Emeritus/a.** The board of trustees may elect as a trustee emeritus/a any trustee who has left the board after completing at least one full term of office and who expresses a willingness to continue service on behalf of the college. Election as a trustee emeritus/a is an honor reserved for those trustees who have given long and distinguished service to the board and the college. A trustee emeritus/a may attend all meetings of the board and may be appointed to one or more committees but shall not be entitled to vote at any of them and shall not count toward a quorum.

G. **Powers and Duties.**

1. All corporate power shall vest in the board of trustees. Among these, but not limited to, are the power and duty to:

- (a) Appoint a president of the college, subject to approval by SUNY.
- (b) Establish the fundamental role and mission of the college.
- (c) Adopt curricula subject to the approval of SUNY.
- (d) Adopt a budget and set tuition and fees, subject to the approval of SUNY.
- (e) Accept gifts, grants, bequests, and devises absolutely or in trust for such purposes as may be appropriate or proper for effectuating the programs and objectives of the college and/or coordinate the foregoing activities with the FIT Foundation.
- (f) Have the care, custody, control and management of the lands, grounds, buildings, facilities, and equipment used for the purposes of such college and of all other property belonging to such college and used for carrying out its purposes, and it shall have power to protect, preserve and improve the same.
- (g) Provide for periodic independent audits of all accounts maintained at its direction and render such reports respecting all receipts and expenditures of the college as the local legislative body or board, or other) appropriate governing agency may direct.

(h) Approve recommendations for tenure of eligible employees.

2. The board of trustees shall exercise and perform all the foregoing and all other powers and duties that may be appropriate or necessary for the effective operation of the college and in accordance with the laws of the State of New York and SUNY regulations.

ARTICLE III. OFFICERS

The officers of the college shall be a chair and a vice chair of the board, president, treasurer, assistant treasurer, secretary, assistant secretary and such other officers as the board of trustees shall deem necessary and appropriate. Except for the chair and vice chair, no other officers need also be trustees. Any two offices may be held by the same person, except the offices of chair or president and secretary or assistant secretary.

A. **Election of Chair and Vice Chair.** At the annual meeting in June, the board shall elect one trustee as chair and one trustee as vice chair. They shall each serve until the next annual election or until a successor is elected.

B. **Powers and Duties of the Chair.** The chair shall:

1. Preside at all meetings of the board at which the chair is present and, as trustee, have the right to discuss and to vote on all questions.

2. Appoint members of all committees except the executive committee and to serve, *ex officio*, as a member of all committees, without the right to vote or be counted toward a quorum.

3. Have all the power the duties normally incident to the office of chair and perform such other duties as the board may direct, not inconsistent with applicable laws, regulations and these bylaws.

C. **Powers and Duties of the Vice Chair.** The vice chair shall:

1. In the absence of the chair, perform the duties of the office of the chair and, as a trustee, have the right to discuss and to vote on all questions.

2. Serve, *ex officio*, as chair of the executive committee, with the right to vote and be counted toward a quorum.

3. Have all the power and duties normally incident to the office of vice chair, and perform such other duties as the board may direct, not inconsistent with applicable laws, regulations and these bylaws.

D. **Powers and Duties of the President.** The president shall be the chief executive officer of the college and shall:

1. Have the power of appointment, including, but not limited to, setting minimum qualifications for appointment, tenure and promotion, of all employees of the college

within the established budgetary provisions.

2. Report on the condition and affairs of the college at the annual meeting of the board.

3. Establish salaries and salary differentials for administrative titles, including, but not limited to, vice presidents, deans, directors, and officers, and set the terms, responsibilities, and obligations for those positions not covered by a collective bargaining agreement.

4. Serve, *ex officio*, as a member of the board of trustees and all its committees, with voice but no vote.

5. Perform all acts and execute and deliver all documents needed to make effective the actions of the board or the executive committee.

6. Have all the powers and duties normally incident to the office of president and perform such other the duties as the board may direct, not inconsistent with applicable laws, regulations and these bylaws.

E. **Vacancy in the Presidency.** In the event of a vacancy in the office of the president, the chair shall promptly call a meeting of the board of trustees to determine how to fill the position on an interim basis. The trustees shall then establish a presidential search committee to seek out and submit to the board nominations for the vacant president's position, consistent with law and SUNY standards.

F. **Treasurer.** The Vice President for Finance and Administration shall serve, *ex officio*, as treasurer with responsibility to safeguard the assets of the college. The treasurer shall be appointed by the president subject to approval of the board and shall serve so long as he or she is serving in the position of Vice President for Finance and Administration.

G. **Powers and Duties of the Treasurer.** The treasurer shall:

1. Direct the fiscal and business operations of the college and carry out all lawful orders of the board of trustees, the president, and the audit committee of the board, respecting funds, property, and accounts of the college.

2. Be responsible for the preparation of any financial reports as may be required by the board of trustees the president, or by law or regulation.

3. Have the powers and perform the duties normally incident to the position of treasurer and perform such other duties as the board and the president may direct, not inconsistent with applicable laws, regulations and these bylaws.

4. The treasurer shall give a bond to the college to perform the duties of office faithfully, and to account for all monies and other matters and things that may come into his or her hands and possession by virtue of that office, in such amount as the trustees shall direct. The board may, in its discretion, waive the requirement for a bond.

H. **Assistant Treasurer/Powers and Duties.** The president may appoint an assistant treasurer subject to the approval of the board. The assistant treasurer shall have all the powers and duties of the treasurer in the absence of the treasurer or in the event of the inability of the treasurer to serve in that capacity. The assistant treasurer shall serve at the pleasure of the president.

I. **Secretary.** The General Counsel shall serve, *ex officio*, as secretary of the college and shall be appointed by the president subject to the approval of the board. The secretary shall serve as secretary so long as he or she is serving in the position of General Counsel.

J. **Powers and Duties of the Secretary.** The secretary shall:

1. Have custody of the seal of the college and attest to and affix the seal to such documents as required in the business of the college.

2. Serve as secretary to the board and give proper notice of all meetings of the board of trustees.

3. At least three days prior to any regular meeting, transmit to the members of the board an agenda, including all action items, for the meeting.

4. Keep, or cause to be kept, a record of the minutes of all meetings of the board of trustees and each of its committees and shall keep a record of all appointments to the board, its election of officers, and appointments to all committees of the board. The minutes shall record the vote of each member of the board.

5. Have the powers and duties normally incident to the office of secretary and perform such other duties as the board and president may direct, not inconsistent with applicable laws, regulations and these bylaws.

K. The president may appoint an assistant secretary subject to the approval of the board. The assistant secretary shall have all the power and duties of the secretary in the absence of the secretary or in the event of the inability of the secretary to serve in that capacity. The assistant secretary shall serve at the pleasure of the president.

ARTICLE IV. MEETINGS

A. **Regular Meetings.**

1. There shall be at least 4 regular meetings (including the annual meeting) of the board of trustees in each year, between September 1 and June 30. The chair, for good cause, may direct the secretary to postpone any regular meetings of the board to a stated date or to a date to be determined.

2. The annual meeting of the board shall be held in June. At that meeting, or at such earlier time as the board finds appropriate, the board shall set a schedule of the regular meetings for the following academic year.

B. Notice of Regular Meetings.

1. Notice of each regular meeting shall be in writing and shall set forth the time and place and an agenda of action items for the meeting.

2. Notice of each regular meeting shall be mailed or delivered in person, by overnight courier, or by electronic means to each member of the board not later than three, nor earlier than 15, days prior to the meeting.

3. Advance public notice of each regular meeting shall be made in accordance with the Open Meetings Law (New York Public Officers Law, Art. 7), as it may be amended from time to time.

C. Special Meetings.

1. A special meeting may be called by the chair or by any three trustees. No business shall be transacted at any special meeting except as stated in the notice.

2. Written notice of a special meeting shall be given to each trustee no later than two business days prior to the meeting. The notice shall set forth the purpose for, and specify the business to be transacted at, the meeting.

3. Advance public notice of each special meeting shall be made in accordance with the Open Meetings Law (New York Public Officers Law, Art. 7), as it may be amended from time to time.

D. Conduct of Meetings.

1. Open Meetings Law. Meetings of the board of trustees shall comply with the Open Meetings Law (New York Public Officers Law article 7, as amended). Accordingly, all meetings of the board, other than executive sessions, shall be open to the public.

2. Videoconferencing. One or more trustees may participate in a meeting by videoconferencing. If videoconferencing is used at a meeting, (i) the trustee(s) must be able to hear and be heard, and to see and be seen, by all the participants in the meeting; and (ii) the public shall be given the opportunity to attend, listen and observe at any site at which a member participates.

3. **Quorum.**

(a) A quorum shall consist of a majority of the total number of members that the board would have if there were no vacancies and if no member was disqualified from acting. A quorum shall be required to be present for the transaction of business at a meeting.

(b) If a quorum is not present, those in attendance may adjourn the meeting to another date or take action subject to ratification at the next meeting at which a quorum is present.

4. **Action by the Board.** An action may be approved by the board only with the affirmative vote of a majority of the total number of members that the board would have if there were no vacancies and if no member was disqualified from acting.

5. **Order of Business.** The order of business of the regular meetings of the board shall consist of announcements, a public session, action items, information items, and adjournment. The chair may alter the order of business in his or her discretion. Only with the unanimous approval of the voting trustees present may action items be added to the agenda at the meeting.

6. **Public Session.** At each meeting, the board will allocate ten minutes, before considering the action items, for public comments on any subject relevant to the work of the board.

(a) The public session shall not to be used as a vehicle for immediate resolution of problems. It is a device to bring important issues to the board's attention and, in some cases, to be taken up by the administration or by the board at subsequent meetings.

(b) Any individual who wishes to speak at the public session shall register his or her desire to speak and the subject matter, in writing, with the secretary by the end of the last working day prior to the board meeting. Each speaker shall limit his or her remarks to two minutes, which permits a maximum of five individuals to speak

7. **Executive Session.** Upon a majority vote of its total membership, taken in an open meeting pursuant to a motion identifying the general area or areas of the subject or subjects to be considered, the board may conduct an executive session for any of the purposes set forth in the Open Meetings Law, provided, however, that no action by formal vote shall be taken to appropriate funds in such an executive session. Minutes of an executive session must consist of a record or summary of the final determination of action taken and the date and vote thereon. Minutes need not be compiled if discussion takes place with no action.

8. **Rules of Procedure.** The board shall establish its own rules of procedure, or, in the absence of such rules, the chair shall determine any procedural disputes.

9. **Action without a Meeting.** Any action required or permitted to be taken by the board or any committee thereof may be taken without a meeting if all trustees on the board (then in office) or such committee consent in writing or by email to the adoption of a resolution authorizing such action. The resolution and the written consents by all of the trustees on the board or such committee shall be filed with the minutes of the proceedings of the board or such committee.

ARTICLE V. COMMITTEES

A. **Executive Committee.**

1. **Election/Members.** At its annual meetings in odd- numbered years, the board shall elect five voting trustees to serve, with the vice chair of the board, as the executive

committee. The vice chair of the board shall serve as chair of the executive committee. The chair of the board and the president shall be ex officio members without the right to vote or to be counted toward a quorum.

2. **Powers and Duties.** Between meetings of the board of trustees, the executive committee shall have the powers of the board to transact the business of the college, except that no committee, including the executive committee, shall have authority as to the following matters:

- (a) Take any action inconsistent with established policies of the board or actions that affect the fixed duties of other committees of the board.
- (b) Grant degrees.
- (c) Fill vacancies on the board or any committee.
- (d) Fix compensation of the trustees for serving on the board or any committee.
- (e) Amend or repeal of these Bylaws or the adoption of new Bylaws.
- (f) Amend or repeal any resolution of the board which by its terms shall not be so amendable or repealable.
- (g) Elect or remove any officers or directors.
- (h) Authorize the sale, lease, exchange, or other disposition of all or substantially all of the assets of the college.
- (i) Approve a merger or plan of dissolution.
- (j) Approve amendments to the Charter.
- (k) Appoint a president of the college.
- (l) Take any action that has been reserved by the board.
- (m) The executive committee shall work with the president

to create a desirable profile for board membership and to ensure the board is providing effective college governance as follows:

- i. Evaluate prospective trustees and recommend them to the board for consideration.
- ii. Develop a program for new trustee orientation to help new members better understand governance, conflicts of interest and best practices in the unique culture of public higher education.
- iii. Provide continuing education and development for trustees on governance matters.

(n.) In its assessment responsibilities, the executive committee shall:

- i. Establish guidelines and assessment tools for the president's performance review and self-assessment of the trustees.
- ii. Establish goals for the president and trustees to be used in the president's performance review and a self-assessment of the board.
- iii. Evaluate the president and conduct a self-assessment of the board's effectiveness.

3. **Meetings.** A meeting of the executive committee may be called by its chair or by any two members thereof. Meetings shall comply with the Open Meetings Law and shall be open, or in executive session, in conformity with said law.

4. **Quorum/Executive Committee Actions.** A majority of the members of the executive committee shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the members of the committee is also necessary to approve any action by the committee.

5. **Minutes.** Minutes of meetings of the executive committee shall be prepared by Staff and distributed to each member of the board of trustees prior to the next regular board meeting.

B. **Audit Committee.** The purpose of the audit committee is to assist the board in fulfilling its fiduciary responsibility as the college's governing body.

1. **Membership/Appointment.** At the annual meeting of the board held in odd numbered years, the chair shall appoint at least four voting trustees to serve as members of the audit committee. The chair will designate a chair of the committee from among the voting board members of the committee. In addition to the chair and president, the treasurer/vice president for finance and administration and the internal auditor shall serve, ex officio, as members of the committee without the power to vote. The deputy to the president shall serve as liaison to the college and staff to the audit committee. The college's internal auditor shall report directly to the president but shall have direct access to the audit committee and shall meet with the audit committee or the chair of the audit committee without the president or any staff members present at least once per year or after each meeting of the committee.

2. **Internal Auditor.** The Executive Director of Internal Controls shall be recognized as the internal auditor of the college and shall report indirectly to the president but shall have direct access to the audit committee and shall meet with the audit committee or the chair of the audit committee without the president or any staff members present at least once per year and at such other times as may be requested by the chair of the committee.

3. **Duties.** The audit committee shall:

(a) Meet as often as it deems necessary to fulfill its responsibilities. At a minimum, the committee will meet with the independent auditors engaged to conduct the annual audit of the college's financial statement at the beginning of the

assignment to discuss scope and at the conclusion of the audit to review and accept/reject their report. A majority of the members of the committee shall constitute a quorum for the transaction of business. The vote of a majority of the members present at any meeting at which a quorum is achieved shall be considered the vote of the full committee. Actions must be presented to the full board for ratification at its next meeting. Meeting minutes shall be prepared by the Office of Internal Audit and distributed to committee members for approval. Once approved, the minutes will be distributed to each member of the board. In addition, the committee chair shall provide a verbal report to the full board at the board meeting following the meeting of the committee.

(b) Maintain communication between the board and independent auditors by meeting on regularly scheduled basis with an opportunity for the independent auditors and the audit committee to meet without management present.

(c) Perform such other duties as the chair or the board of trustees may determine, not inconsistent with laws, regulations and these bylaws.

C. **Joint Development Committee.** The Joint Development Committee is a joint committee of the college's board of trustees and the FIT Foundation with equal representation from each board. The Joint Development Committee shall be an advisory committee to the board of trustees and shall not have the power to act on behalf of the board of trustees.

1. **Membership/Appointment.** The committee will be comprised of four or five members from the FIT board and four or five members from the FIT Foundation. At its annual meeting, in odd-numbered years, the chair shall appoint four or five voting trustees to serve as members of the committee. At its annual meeting in odd-numbered years the chairman of the board of FIT Foundation shall appoint four or five directors to serve as members of the committee. There will be no term limits. The chair of the FIT board and the chair of the FIT Foundation will consult to appoint a chair of this joint committee. The FIT Foundation (and FIT) president, FIT Foundation executive director (and FIT vice president for development) shall serve as ex-officio members of the committee. The FIT Foundation's chief financial officer will serve as a resource on an as-needed basis. The deputy to the president shall serve as liaison and staff to the committee. In addition, members of the Leadership Council (a group of past FIT Foundation board members) shall attend one meeting a year as non-voting members.

2. **Responsibilities.** The purpose of the Joint Development Committee shall be to assist the FIT Foundation, its chair, president, and executive director in their efforts to secure private resources to advance the college's mission and strategic direction. In discharging its duties, the committee will:

(a). Work with the FIT Foundation (and FIT) president and FIT Foundation executive director (and the FIT vice president for development) to implement the fundraising plan and/or campaign that incorporates a series of appropriate vehicles, such as individual and corporate solicitations, special events, alumni outreach, direct mail;

(b) Work with FIT development office staff in its efforts to raise money;

(c) Take the lead in specific outreach efforts, such as chairing the annual gala dinner

committee, hosting fundraising events;

(d) Assume responsibility for the involvement of all FIT trustees and FIT Foundation directors in fundraising activities;

(e) Serve as ambassadors for the institution and recruit and engage potential donors; and

(f) Make personal financial commitments where possible to best encourage others to do so.

3. **Meetings/Action.** The committee shall meet as often as it deems necessary to fulfill its responsibilities. A majority of the members of the committee shall constitute a quorum for the transaction of business. The vote of a majority of the members present at any meeting at which a quorum is achieved shall be considered the vote of the full committee. Actions must be presented to board of trustees for ratification at its next meeting.

4. **Minutes.** Meeting minutes shall be prepared by the Staff and distributed to committee members for approval. Once approved, the minutes will be distributed to each member of the FIT board. In addition, the committee chair shall provide a verbal report to the FIT board at the next board meeting following the meeting of the committee.

D. **Other Committees.** There may be such other special or *ad hoc* committees as the board may determine from time to time. In creating a committee, the board shall identify whether the committee is advisory only. Committees created pursuant to this subparagraph D shall serve at the pleasure of the chair.

1. **Powers and Duties.** All committees of the board shall have only the powers and duties specifically delegated to them by the board and in no case shall have powers that are not authorized for the executive committee. An advisory committee may make recommendations for action by the board but shall not have the power to act on behalf of the Board, and its meetings need not comply with the Open Meetings Law.

2. **Membership.**

(a) Each committee of the board shall include no fewer than three voting trustees. The board may determine that any committee shall have a greater number of members, including non-trustee members. The board shall appoint the members of each committee and shall designate a trustee member to serve as chair of the committee

(b) The chair of the board and president shall be a member ex officio of all committees. In the absence of an express determination by the board that the chair and president shall have the power to vote on a committee, they shall not have the power to vote nor be counted toward a quorum.

E. **Staff Liaison.** The chair of any committee, with the consent of the chair of the board, may request the president of the college to appoint a member of the administrative staff ("Staff") to assist the committee in carrying out its duties and to serve as liaison between the committee

and the college.

F. **Resignation/Removal.** Any member of a committee may resign from the committee at any time upon notification to the chair. Any member of a committee (except for ex officio members) may be removed at any time by the chair or the board with or without cause.

G. **Records.** Committees shall provide the secretary a written report of their acts and their recommendations to the board. Such reports shall be submitted to the board at the next regular meeting of the board and shall be filed with the minutes of the board.

ARTICLE VI. CONFLICTS OF INTEREST

A. The board shall adopt and maintain a policy on conflicts of interest for trustees, officers and employees of the college, and procedures for implementing and enforcing its policy. The purpose of the policy and procedures is to prevent trustees, officers or employees from engaging in any business or transaction, or having a personal financial or other private interest, direct or indirect, which is in conflict with the proper discharge of his/her official duties or are not in the best interest of the college.

B. FIT may not enter into a “related party transaction,” as defined in the New York not-for-profit corporation law (“NPCL”) unless the transaction is reviewed and approved in accordance with FIT’s Conflict of Interests Policy and the terms of section 715 of the NPCL.

C. The policy and procedures shall provide, at a minimum, the following provisions:

1. a definition of the circumstances that constitute a conflict of interest;
2. procedures for disclosing a conflict of interest or possible conflict of interest to the board or to a committee of the board, and procedures for the board or committee to determine whether a conflict exists;
3. a requirement that the person with the conflict of interest not be present at or participate in board or committee deliberation or vote on the matter giving rise to such conflict, provided that nothing in this section shall prohibit the board or a committee from requesting that the person with the conflict of interest present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto;
4. a prohibition against any attempt by the person with the conflict to influence improperly the deliberation or voting on the matter giving rise to such conflict;
5. a requirement that the existence and resolution of the conflict be documented in the corporation’s records, including in the minutes of any meeting at which the conflict was discussed or voted upon; and
6. procedures for disclosing, addressing, and documenting related party transactions in accordance with section 715 of NPCL.

D. The board, in its discretion, may amend the conflicts of interest policy and procedures from time to time in accordance with applicable law.

ARTICLE VII. INDEMNIFICATION AND INSURANCE

A. **Authorized Indemnification.** Unless clearly prohibited by law or these bylaws, the college shall indemnify any person (“Indemnified Person”) made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the college, by reason of the fact that he or she (or his or her estate), whether before or after adoption of this section, (a) is or was a trustee or officer of the college, or (b) in addition is serving or served, in any capacity, at the request of the college, as a trustee, director or officer of any corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement [(provided the college shall have consented to such settlement)] and reasonable expenses, including reasonable attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

B. **Prohibited Indemnification.** The college shall not indemnify any person if (i) a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or (ii) the board of trustees in good faith determines, that such person’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained a financial profit or other advantage to which he or she was not legally entitled.

C. **Advancement of Expenses.** The college may, on request of an Indemnified Person who is or may be entitled to be indemnified by the college, pay or promptly reimburse the Indemnified Person’s reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition; provided, however, that no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the college, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or these bylaws.

D. **Indemnification of Others.** Unless clearly prohibited by law or these bylaws, the board of trustees may approve college indemnification or advancement of expenses as set forth in these bylaws to a person (or the person’s estate) who is or was employed by the college or who is or was a volunteer for the college, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions undertaken in connection with service at the request of the college in any capacity for any corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

E. **Insurance.** The college is not required to purchase directors’ and officers’ liability insurance, but the college may purchase such insurance or its equivalent. To the extent permitted by law, such insurance may insure the college for any obligation it incurs as a result of these bylaws or operation of law and it may insure directly the trustees, officers, employees or volunteers of the college for liabilities against which they are not entitled to indemnification

under this Article VII, subject in all cases to the limitations of Article VII, Section B, as well as for liabilities against which they are entitled or permitted to be indemnified by the college. To the extent there is a conflict between the provisions of such an insurance policy and these bylaws, the provisions of the insurance policy shall prevail.

F. **Nonexclusive Rights.** The provisions of these bylaws shall not limit or exclude any other rights to indemnification or advancement of expenses that any person may be entitled under law or contract. The board of trustees is authorized to enter into agreements on behalf of the college with any trustee, officer, employee, or volunteer providing them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions of these bylaws, subject in all cases to the limitations of Article VII, Sections B and E.

ARTICLE VIII. NON-DISCRIMINATION

In administering its affairs, FIT shall not treat its students and employees with unlawful discrimination in accordance with federal state and local laws prohibiting discrimination.

ARTICLE IX. FACULTY, PERSONNEL AND STUDENTS

A. **Faculty.**

1. The faculty shall participate in the formulation of the policy relating to student health, scholarship, academic standards, attendance and discharge of students, curriculum and other study programs, the granting of degrees, student activities, extra- curricular activities and student discipline, by making recommendations to the President through the appropriate committees of the Faculty Senate.

2. The faculty shall also present recommendations to the president regarding (a) the instructional budget, and (b) appointments, reappointments, tenure¹, special salary increments, promotions and leaves of absence of members of the instructional staff.

B. Personnel.

1. Tenure is granted to FIT employees in accordance with Section 2587 of the Education law. Charges against tenured employees may be preferred by the president or any member or members of the board of trustees or the board itself in accordance with Section 2587 (9) of the Education Law that shall be considered as incorporated in its entirety in these bylaws. An employee against whom charges have been preferred shall be entitled to participate in person, or by counsel, in the trial of charges, to cross-examine opposing witnesses, and to call and examine witnesses in his/her own behalf. If, after due and timely service, the employee fails to appear personally or by counsel at the place and time set for trial, the trial shall proceed and be determined as though the accused were in personal attendance or represented by counsel.

2. Rates of compensation, procedures for appointment, promotion, tenure, and working conditions, including discipline, for the college employees in titles and positions

¹ Tenure is granted contingent upon approval of the president's recommendation to the board of trustees

included within the bargaining unit shall be as adopted in the collective bargaining agreement.

C. **Students**. The president shall cause to be published in hard copy, or by electronic means, student handbooks and/or catalogues which shall advise students of their rights, obligations, benefits, rules, and regulations governing tuition, department, academic requirements and such other matters as the president deems appropriate.

ARTICLE X. MISCELLANEOUS

A. **Seal**. The seal of the college shall be in such form as adopted by the board of trustees.

B. **Fiscal Year**. The fiscal year of the college shall begin July 1 and end June 30.

ARTICLE XI. AMENDMENTS

These bylaws may be amended, in whole or in part, by the affirmative vote of a majority of the members of the board of trustees, at any regular or special meetings of the board, provided that written notice of any such proposed amendment, and the content thereof, shall accompany the notice for such meeting.