

WESTCHESTER COMMUNITY COLLEGE FOUNDATION

AGENDA

Executive Committee Meeting

Thursday, October 23, 2025, 9:00-10:30am

<https://us02web.zoom.us/j/89692960027>

Via Zoom

- Welcome/Action Items (5 minutes) S. Wollin
 - Minutes of August 14, 2025, Executive Committee Meeting- p. 3

- Committee Reports and Updates (30 minutes)
 - Audit Committee Report M. McCrosson
 - Finance Committee Report R. Cordero
 - Governance and By-Laws Committee G. Lindsay
 - **Investment Committee Report (5 minutes)** **R. McNamara/J. Hirsch**
 - **Nominating Committee (10 minutes)** **L. Moser/A. Janiak**
 - Outreach Committee C. Singer/B. Cotton/S. Yubas
 - **Personnel Committee (5 minutes)** **C. Spring/S. Wollin**
 - Real Estate Committee J. Landau
 - Scholarship Committee L. Denig
 - Special Events Committee M. Maurer
 - **Committee Discussion/Update (10 minutes)** **S. Wollin/C. Spring**

- Executive Director's Report (10 minutes) D. Swirin-Yao
 - College Updates
 - Capital Campaign
 - Good Rebellion Public Relations
 - General Updates

- New Business

- Executive Session (if requested - 15 minutes)

Note: The agenda lists all the committees but only those committees in boldface will be reporting at this meeting.

Materials:

Minutes of August 14, 2025, Executive Committee Meeting

Draft Slate, Class of 2028

Standing Committees

WCC Foundation By-Laws

Good Rebellion Activities, through September 2025

Real Estate Committee Report

Upcoming Events

Fall Golden WCC Alumni Luncheon: October 28, 2025

Neighbor's Link Panel Discussion on Immigration: "Courtrooms, Communities, and Classrooms":

November 11, 2025, 6:30-7:30pm

WCC Foundation Board of Directors Meeting: November 20, 2025, 9:00-10:45am, Hybrid (Zoom & Foundation Board Room)

WCC Foundation Board Tour of WCC's Health Sciences Simulation Center for Interprofessional Education ("Sim Lab"): November 20, 2025, 11:00-11:45am

WCC Foundation Board Luncheon: November 20, 2025, Noon, SUNY WCC Culinary Café

Winter Recess (SUNY WCC and WCC Foundation offices will be closed): December 24, 2025 – January 1, 2026

WESTCHESTER COMMUNITY COLLEGE FOUNDATION

Executive Committee Meeting (Zoom)

Draft Minutes

Meeting Date: August 14, 2025, 9:00-10:30 am

Members Present: Meryl Allison, Rob Cordero, Betty Cotton, Lisa Denig, Jennifer Gruenberg, Joyce Hirsch, Elyse Klayman, Joanne Landau, George P. Lindsay, Cornelia Spring, Ruth Suzman, Lucille Werlinich, Susan Elion Wollin, Susan Yubas

Members Excused: Anne Janiak, Tom Lee, Matthew McCrosson, Robert McNamara, Dr. Belinda Miles (ex-officio), Linda Moser, Wendy Nadel, Cecile Singer

Staff Present: Carrie Colon-Lopez, Jeff Goldberg, Ilene Lieberman, Kathleen Ryan, Dolores Swirin-Yao

TOPIC	DISCUSSION/REPORT	ACTION	PRESENTERS
Welcome by President/Chair	Ms. Susan Elion Wollin called the meeting to order at 9:02am. Important articles regarding community colleges, will be put on the portal to keep all board members informed of ongoing developments.		S. Wollin
Approval of the Minutes	A motion was made to approve the minutes for the May 22, 2025, Executive Committee Meeting.	<i>Moved Seconded Accepted</i>	J. Hirsch B. Cotton Unanimously
Finance Committee Report	Mr. Cordero asked Mr. Goldberg to present the Finance report. Mr. Goldberg reported on fiscal activities from September 2024 through June 2025. The Foundation is currently at \$11.8M in revenue, surpassing our budgeted goal for the year of \$7.66M and exceeding last year's comparable period by \$1.1 million. This was driven by an increase in contributions of \$2.2M, including a \$1.5M anonymous gift to the endowment, and partially offset by a reduction in the total investment return of \$1.2 million from \$6.4M last year to \$5.2M this year. Expenses to date total \$7.5M, which remains well within the overall budget of \$9.3M, though higher than the \$4M incurred at this point last year. The increase reflects several positive developments: a significant rise in scholarship support, with \$3.6M awarded to date (on track with the \$3.7M annual budget), as well as \$1.1M in expenditures for the simulation hospital lab project, which continues to make excellent progress toward completion.		R. Cordero J. Goldberg

	Contribution revenue totals \$5.6M, driven primarily by scholarship support, which accounts for nearly \$4M, which includes temporarily restricted scholarship revenue of \$1.895M and endowment contributions of \$2.1M. In addition, College Development and Program revenue totals \$1.2 million, including new campaign start-up revenue of \$300,000. The charts included in the report highlight the most significant gifts.		
Investment Committee Report	Co-Chair Joyce Hirsch presented an update on the Foundation's investments, as summarized below: TIFF and Legacy Endowment Portfolio Performance: ○ The portfolio was up 7.6% for the quarter and 7.1% year-to-date, though both figures are about 1% below benchmark performance due to private equity results. ○ Public equity and fixed income were right on target with their respective benchmarks. ○ Diversified strategies (hedge funds) outperformed their benchmark by 1%. Private Equity ○ Over the past 10 years, performance has been significantly stronger than comparable vehicles in the marketplace; however, since the Foundation's entry with TIFF, private equity results have been lower. ○ TIFF closely monitors its companies and managers and remains optimistic, citing: ▪ Anticipated entry of retail investors into the private equity market, creating increased demand and liquidity. ▪ Artificial Intelligence as a catalyst for new, yet-to-be-envisioned products and services. ▪ Continued U.S. leadership in innovation. ○ A comprehensive report on private equity performance was recently circulated to the Investment Committee. Supplemental Fund ○ The supplemental fund, invested fully in public equity, performed strongly—up 9% for the quarter and 8.5% year-to-date, tracking the market. TIFF remains positive about the economy projecting moderate inflation, two to three Fed rate cuts, stable unemployment at 4%, no recession, and potential market benefits from tax reductions and deregulation. The Investment Committee requests that any concerns regarding potential government actions affecting colleges and universities, particularly those that may increase the need for Foundation funding, be communicated promptly so that appropriate		J. Hirsch

	adjustments to the investment strategy can be considered.		
Personnel Committee Report	President Wollin invited all current officers to participate in the Executive Director's performance evaluation. The process will begin at the close of the fiscal year (8/31) with the goal of completing the evaluation and presenting the findings to Ms. Swirin-Yao in November.		C. Spring/ S. Wollin
Real Estate Committee Report	Ms. Joanne Landau gave an update on Real Estate projects: Progress continues on Real Estate Committee projects. A contract has been signed with consulting firm C&S, whose team has been highly responsive and flexible, particularly in addressing important considerations such as insurance. Work is moving along smoothly. At the same time, the Foundation is working with Con Edison to secure a rebate. While initially it appeared the rebate would need to go through the tenant, Con Edison has confirmed that the rebate will be directed to the landlord. The application process is highly detailed, and a dedicated Con Ed team of 5–7 members is assisting with the grant submission. The project's total estimated cost remains \$500,000, with the rebate expected to offset this amount. A meeting with TH Management is scheduled for next week to review the process and ensure they fully understand the details and timeline.		J. Landau
Special Events Committee Report	The committee has decided to once again hold the Gala in April in order to keep up the fundraising momentum from last year and provide another opportunity to spread the word about WCC as the Foundation ramps up its cultivation for the next capital campaign. Members were asked to hold Wednesday, April 29, 2026, for the event. The venue is still being finalized. The corporate honoree will be DeCicco & Sons. John and Marie graciously accepted the invitation to be recognized. Chris Williams will once serve as emcee. Updates on additional honorees will be shared as they are confirmed. The committee also had a very productive discussion earlier this week about the Lester M. Crystal President's Forum, which is seen as an important event in positioning WCC as an intellectual leader in our area. Due to the current political climate, the committee has		S. Yubas

	decided to pause and focus instead on events related to the next campaign. President's Forum will resume in the Fall 2026, potentially with a focus on the arts. Further discussion and input on the event will be sought from the board. An email will be sent to President's Forum committee members to get their input and confirm whether they wish to continue serving on the committee.		
Executive Director's Report	Executive Director, Dolores Swirin-Yao presented her report as summarized below: College Updates: • The College has asked the Foundation's Outreach Committee to organize an orientation for new members of the County Board of Legislators in the fall, an activity that has been on hiatus. • Fall enrollment is up about 10% as of this date. We have now had three consecutive years of enrollment growth. • Last week, the Westchester County Board of Legislators approved SUNY WCC's 2025–26 budget for \$158.8 million in total funding, an increase of more than 10% over the current year. That includes \$127.5 million in operating funds and \$31.3 million in capital investments and reflects an increase in the County Sponsor Contribution to \$26.2 million, up \$350,000 from last year. The County indicated that the support will help maintain WCC's affordable tuition and high-quality academic programs, while directly funding critical upgrades in technology, infrastructure, and student-facing services. • SUNY Reconnect, the free tuition program for students aged 25-55 in certain in-demand majors, has had several hundred inquiries at WCC alone and about 200 students at information sessions. • On the Federal front, fortunately, some of the most alarming elements of the house bill DID NOT come to pass in the final Public Law 119-21. • There was some encouraging news on the Pell grants. An additional \$10.5 billion in mandatory funding was dedicated to the Pell program, which we hope will help when Congress develops the FY26 budget. The administration had cited a shortfall in the Pell grant budget in the drastic cuts that it had proposed that included increasing the required credit load requirement for students. However, the rule		D. Swirin-Yao

	reducing the maximum income to receive Pell has so far made it so that the College estimates that 11 families would no longer be eligible for Pell grants, a total impact of \$66,800 in lost Pell grant funds. [This new rule will take effect in 2026.] • Another Pell change is that students receiving full cost-of-attendance scholarships from other sources will no longer be able to get Pell grants. • Starting July 2026, Pell grant eligibility will be expanded to certain “Workforce Pell Program eligible programs” in high-skill / high-wage jobs, a program that community colleges have advocated for. SUNY will be working with the campuses to provide guidance on offering these Workforce Pell programs next year. • There is also increased scrutiny of the impact of programs on student wages, by comparing students graduating with a degree with students who have only high school. Starting July 2026, programs that do not meet those guidelines would not be eligible for Federal loans. • The concept of holding schools responsible for student loans if students do not repay them did not survive in the bill. • Other programs that were slated for cuts are still being negotiated between the Senate and House and it seems encouraging that the cuts will not be so drastic. Those include: The Supplemental Educational Opportunity Grant, Work study programs, TRIO opportunity programs, and CCAMPIS grant for childcare costs for student parents Capital Campaign and Career Leadership Collective: The R&D period to launch the quiet phase of the campaign is on track at about the halfway mark. The \$1.5 million gift received earlier this year through a board connection and the new \$1.1 million gift, that we are awaiting donor clearance to announce, has given the campaign a strong start. Plan A continues to work with the staff on several parallel tracks: • Through a wealth screening of our donor database, an initial group of 600 promising prospective donors was identified and will be prioritized. Additional prospective donors will be identified by the Campaign Committee and through cultivation events. • In developing the elements of the case for support, Plan A along with Ilene Lieberman and Dolores Swirin-Yao met with College VPs and		
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	Deans to ask them to identify top priority projects that would support career pathways for students. Plan A assembled an initial list of about 25 specific projects or initiatives that might be included in the campaign, virtually all related to career readiness. Examples are a sound room for a recording engineering program and a mechatronics lab (mechanical, electrical and computer engineering integrated). Dr. Miles reviewed, provided feedback and moved the draft forward. Plan A will create a brief business plan and budget for each which will be woven into our overall case for support for the campaign under the theme of career readiness. • Career infrastructure needs are being identified through Career Leadership Collective's planning, which will be completed in August and integrated into the case elements, to include funding needs for space, software, training and staffing. CLC was scheduled to present to the board at the September meeting. • Research and benchmarking among other higher education institutions for the new Business Advisory Council are under way; a proposed Council structure will be complete in the fall. • Candidates for the Major Gifts Officer position are being screened. • Committee leadership is being recruited and will be in place in the early fall. Good Rebellion Public Relations Due to the changing media landscape and some internal structural issues at the firm that have since been addressed, the firm's work had a slower start than expected and now seems to be on a positive trajectory in terms of both content and timeliness. The contributions of Ad Hoc PR Committee Chair Elyse Klayman in the strategy were recognized. A cumulative monthly activity report had been distributed. More recent activities include: • In response to a NY Times article on the impact of the Federal funding changes on community colleges, a letter to the editor was submitted to the Times from Dr. Miles, and a Wall Street Journal reporter will interview Dr. Miles. • News 12 covered the distribution on campus of gently used dorm supplies for first-time residential college students in conjunction with Grad Bag.		
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	• A NY Times columnist is corresponding with Ms. Swirin-Yao which may result in future coverage. • Good Rebellion is consulting on social media and is working on strategic podcast placement for college leadership. • Committee members suggested that we inform Good Rebellion about legislative visits and noted that there are newscasters in the area who could be approached including Purchase Resident, Tony Llamas of NBC's Nightly News. General updates • A new administrative assistant, Angela Massio, has been hired to replace Jalery Arce-Kelly; Angela worked in our Ossining Extension Center for 11 years. • Any board member who needs an ID card or parking tag, or who has not submitted a conflict-of-interest form, was asked to see Carrie Colon-Lopez.		
Adjournment	Having declined an executive session, a motion was made to adjourn the meeting. Meeting was adjourned at 10:02am.		J. Landau R. Suzman

Westchester Committee College Foundation
Board of Directors

PROPOSED CLASS OF 2028

January 1, 2026 – December 31, 2028

Dave Berry

Rob Cordero

Betty Cotton

André G. Early

Peter Herrero

Elyse Klayman

Stephen Lowey

Rich Martinelli

Matthew McCrosson

Phil McGrath

Linda Moser

Wendy Nadel

Debbie Raizes

Cornelia Spring

Jeremy Sunshine

Lucille Werlinich

Term(s) Expiring:

- Wilson Kimball

COMMITTEES

Audit Committee – Matthew McCrosson, Chair & Thomas Lee, Co-Chair **(Staff Liaison-Jeffrey E. Goldberg)**

The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities by reviewing financial information; reviewing the systems of internal controls which management and the Board have established; appointing, retaining, and overseeing the performance of independent accountants; and overseeing the Foundation's accounting and financial reporting processes and the audits of the Foundation's financial statements. *(Meets 3-5 times annually)*

Robert Cordero
Doug Greene
Peter Herrero
Joanne Landau

Thomas Lee, MD
George Lindsay
Matthew McCrosson

Executive Committee – Susan Elion Wollin, Chair **(Staff Liaisons-Dolores Swirin-Yao and Caroline Colón-López)**

The purpose of the Executive Committee is to oversee the affairs of the Foundation between each meeting of the Board of Directors and to act on behalf of the Board as necessary and appropriate. The Executive Committee shall be comprised of no more than seventeen (17) members and shall include the Board Chair, Immediate Past Chair, President, Vice Presidents, Board Officers, and each Committee Chair. *(Meets 4-6 times annually)*

Meryl Allison
Rob Cordero
Betty Cotton
Lisa Denig
Jennifer Gruenberg
Joyce Hirsch/Robert McNamara**
Elyse Klayman
Joanne Landau
Tom Lee
George P. Lindsay

Matthew McCrosson
Dr. Belinda Miles (ex-officio)
Linda Moser/Anne Janiak**
Cecile Singer
Cornelia Spring
Ruth Suzman
Lucille Werlinich
Susan Elion Wollin
Susan Yubas

**Serving as Co-Chairs (counted as one vote)

Finance Committee – Rob Cordero, Chair & Jeremy Sunshine, Co-Chair **(Staff Liaison – Jeffrey E. Goldberg)**

The Finance Committee advises the Board on the finances of the Foundation. All recommendations on fiscal policy is first discussed in the Committee and brought to the Board for action. It is also charged with developing the Foundation's annual budget and presenting it to the Board in a timely fashion. The Committee monitors the budget during the fiscal year to assure adherence to the fiscal plan and mitigate any unexpected shortfalls. *(Meets 1-2 times annually)*

Rob Cordero
Joyce A. Hirsch
Joanne Landau
Thomas Lee, MD

Patricia Lunka
Matthew McCrosson
Cecile Singer
Jeremy Sunshine

Governance/By-Laws Committee –George P. Lindsay, Chair & Sharon F. Cooper, Co-Chair
(Staff Liaison –Dolores Swirin-Yao)

The purpose of the Governance Committee is to review items relevant to Board governance and development, including board member responsibilities, the roles of board officers, and succession plans for Board leadership, as well as any other pertinent issues or documents.

Meryl A. Allison
Sharon F. Cooper
George Lindsay
Debbie Raizes

Evelyn Stock
Sani Williams
Susan Elion Wollin

Investment Committee –Joyce A. Hirsch and Robert McNamara, Co-Chairs
(Staff Liaison – Jeffrey E. Goldberg)

The Investment Committee shall be the investment fiduciary responsible for the prudent management of the Foundation’s Investment Portfolio. The Committee will comply with all applicable fiduciary, prudence, and due diligence requirements experienced investment professionals would utilize. The Committee, with Board approval, shall have the authority to establish, execute and interpret an investment policy statement. The Committee shall make recommendations to the Board on the selection and retention of professional advisors, which may include, but not be limited to, investment managers, investment consultants, custodians, attorneys, accountants, and clerical staff. *(Meets 4 times annually)*

George Austin
Doug Greene
Joyce A Hirsch
Joanne Landau

George Lindsay
Patricia Lunka
Robert K. McNamara
Cecile Singer

Nominating Committee – Linda Moser & Anne Janiak, Co-Chairs
(Staff Liaison – Dolores Swirin-Yao and Caroline Colón-López)

The Nominating Committee prepares and circulates a slate of candidates nominated for election as Officers and Directors. The Committee also recommends nominees to fill vacancies that exist on the Board during the year. *(Meets as needed)*

Shirley Acevedo Buontempo
André G. Early
Aleida “Ale” Frederico
Jennifer Gruenberg
Kathy Halas
Anne Janiak
Joanne Landau
Philip McGrath
Robert K. McNamara

Linda Moser
Wendy Nadel
Cecile Singer
Cornelia Spring
Evelyn Stock
Jeremy Sunshine
Alice Tenney
Susan Elion Wollin
Susan Yubas

Personnel Committee – Foundation Chair, Chair & Foundation President, Co-Chair
(Staff Liaison – Dolores Swirin-Yao)

The Personnel Committee sets personnel policy and staff compensation, approves the hiring and dismissal of staff, reviews staff evaluations and annually reviews the performance of the Executive Director and takes appropriate action based on that review. *(Meets as needed)*

The Personnel Committee is comprised of the Officers of the Board: Chairman, President, Vice Presidents, Secretary, and Treasurer.

Scholarship Committee, Lisa M. Denig, Chair & Dave Berry, Co-Chair

(Staff Liaisons – Ilene Lieberman & Kathleen Ryan)

The mission of the WCC Foundation Scholarship Committee is to assist the College’s efforts in recruitment, retention, and completion by supporting a scholarship program that meets the needs of our students. Committee members steward a \$2 million+ program by evaluating scholarship initiatives, reviewing and analyzing success data, and helping to secure resources. *(Meets 2 times annually)*

Meryl A. Allison
Dave Berry
Lisa M. Denig
André G. Early
Jennifer Gruenberg
Joyce A. Hirsch
Wilson Kimball
Thomas Lee, MD
Patricia Lunka

Linda Moser
Wendy Nadel
Jonathan Pollack
Cecile Singer
Cornelia Spring
Katherine Stipicevic
Alice Tenney
Sani Williams

Special Events Committee – Melissa Maurer, Chair; Susan Yubas, Co-Chair

(Staff Liaisons – Kathleen Ryan and Christine Brennan)

The Special Events Committee meets once or twice a year or as needed to set event strategy. This committee attends event(s) and/or contributes to the event (monetarily, assisting in the recruitment of speaker, host, or sponsor) *(Meets 1–2 times annually or as needed)*

Elyse Klayman
Joanne Landau
Thomas Lee, MD
Melissa Maurer
Phil McGrath

Evelyn Stock
Dolores Swirin-Yao
Susan Yubas
Beth Zadek

AD HOC COMMITTEES

Outreach Committee – Cecile Singer, Susan Yubas & Betty Cotton, Co-Chairs

(Staff Liaisons – Dolores Swirin-Yao & Caroline Colón-Lopéz)

The Outreach Committee identifies and coordinates programs and activities having an external focus with an objective of educating and increasing awareness of the Foundation and Westchester Community College with elected officials and other thought leaders. Non-board members* may be members of the Outreach Committee. *(Meets 2-3 times annually)*

Meryl Allison	Sergio Serratto*
Dave Berry	Cecile Singer
Betty Cotton	Katherine Stipicevic
John Flynn*	Alice Tenney
Anne Janiak	Susan Elion Wollin
George Lindsay	Frances Wynn*
Linda Moser	Susan Yubas

Public Relations Committee – Elyse Klayman, Chair

(Staff Liaison- Dolores Swirin-Yao & Carrie Colon-Lopez)

The purpose of the Public Relations Committee is to secure high-level visibility in the press through news stories, profiles, letters to the editor, and op-ed pieces in order to position SUNY WCC with thought leaders, potential donors, and future WCCF volunteer leadership.

Shirley Acevedo	Wilson Kimball	Ray Sanchez
Buontempo	Elyse Klayman	Jeremy Sunshine
Kathleen Halas	Rich Martinelli	

Real Estate Committee – Joanne Landau, Chair; Joseph Carlucci, Co-Chair

(Staff Liaison- Dolores Swirin-Yao & Jeffrey E. Goldberg)

The purpose of the Real Estate Committee is to assist the Board in its oversight of WCCF real estate assets that fall outside of the endowment. Non-board members* may be members of the Real Estate Committee.

Joseph Carlucci*	Matthew McCrosson
Robert Cordero	Jonathan Pollack
Beth Greene*	Dorothea Swope*
Joanne Landau	

Strategic Planning Committee – Meryl A. Allison, Chair & Wendy Nadel, Co-Chair

(Staff Liaison-Dolores Swirin-Yao)

The purpose of the Strategic Planning Committee is to assist the Board and Staff with WCCF's strategic planning function both alone and in coordination with the strategic plan of WCC.

Barbara A. Abeles	Linda Moser
Meryl A. Allison	Wendy Nadel
Jennifer Gruenberg	Debbie Raizes
Elyse Klayman	Cornelia Spring
Joanne Landau	Jeremy Sunshine
Thomas T. Lee, MD	Susan Elion Wollin
Matthew McCrosson	Susan Yubas

SUB-COMMITTEES FOR SPECIAL EVENTS

Gala Planning Committee – Susan Yubas, Chair, Beth Zadek*, Co-Chair

(Staff Liaisons – Dolores Swirin-Yao, Kathleen Ryan and Christine Brennan)

The Gala Planning Committee plans and coordinates the annual gala. Non-board members* may be members of the Gala Planning Committee. There is also a Gala Committee listing that is for recognition purposes only, recognizing those who are supporting/promoting the gala; full gala committee does not meet. *(Meets as needed)*

President's Forum Committee – Betty Cotton & Evelyn Stock Co-Chairs

(Staff Liaisons – Kathleen Ryan and Christine Brennan)

The President's Forum Committee plans and coordinates this annual Foundation high-level panel discussion event. Non-board members* may be members of the President's Forum Committee. *(Meets as needed)*

Jaqueline Alemany*

Betty Cotton

Joyce A. Hirsch

Joanne Landau

Betsy Landis*

Patricia Lunka

John Nonna*

Cornelia Spring

Evelyn Stock

Joan Taback-Frankle*

Nicki Tanner*

Susan Elion Wollin

Susan Yubas

INACTIVE COMMITTEES

Great Chefs Committee – Phil McGrath, Chair & Vacant, Co-Chair **(Staff Liaisons – Kathleen Ryan and Christine Brennan)**

The Great Chefs Committee plans and coordinates this annual series of Foundation events. Non-board members* may be members of the Great Chefs Committee. *(Meets 3-4 times annually) - COMMITTEE ON HOLD as of 3/21/2022*

Leslie Allen*	Chrissy Lefkowitz*	Jeff Plattus*
Lisa Beck*	Diane Levy*	Linda Plattus*
Emily Blumenfeld*	George Lindsay*	Toni Senecal*
John DeCicco	Peter Marrinan*	Katherine Stipicevic
Oscar Flores*	Phil McGrath	Stephanie Tessler*
Tim Kopec		Suzanne Yearley

Celebrity Salons Committee - Chair, Beth Zadek, & Phil McGrath Co-Chair **(Staff Liaisons – Kathleen Ryan and Christine Brennan)**

The Celebrity Salons Committee plans and coordinates this annual series of Foundation events. Non-board members* may be members of the Celebrity Salons Committee. *(Meets 3-4 times annually) – COMMITTEE ON HOLD as of 3/21/2022*

Leslie Allen*	Elyse Klayman	Betsy Stern
Barbara Chesler*	Bonnie Klugman*	Evelyn Stock
Lynne Clark*	Linda Lese*	Leesa Suzman*
Betty Cotton	Frank Levin*	Ruth Suzman
Joan Frankle*	Arlene Levine*	To-Dao Tran-Casey*
Alé Frederico	Wendy MacMillan*	Nicki Tanner*
Wendy Gendel*	Elizabeth “Liz”	Kaithiryn Werlinich*
Nancy Gladstone	Marshall*	Susan Yubas
Lisa Greenberg*	Phil McGrath	Beth Zadek*
Jennifer Gruenberg	Jim Newhouse*	Nancy Zaro*
Joyce Hirsch	Shilpa Spencer*	
Emily Kandel*	Rachel Stark*	

WESTCHESTER COMMUNITY COLLEGE FOUNDATION, INC.

BY-LAWS

Article I

Name & Fiscal Year

The name of this corporation shall be "Westchester Community College Foundation, Inc." as duly incorporated under the Not-for-Profit Law of the State of New York and shall be referred to in these By-Laws as the "Foundation." The Foundation's fiscal year shall be September 1 to August 31.

Article II

Mission

The Foundation, in partnership with SUNY Westchester Community College, provides scholarship, financial and programmatic support to promote student success in college and beyond.

Article III

Board of Directors

Section 1. Duties and Membership. Management and control of the property and affairs of the Foundation shall be vested in a Board of Directors (referred to herein as the "Board" or "Board of Directors", and each member hereinafter a "Director") consisting of no fewer than fifteen (15) and no more than fifty-five (55) voting Directors. The President of SUNY Westchester Community College ("WCC"), the Chair of the Board of Trustees of WCC, the County Executive of Westchester County, the Presiding Officer of the Faculty Senate of WCC, the President of the

Student Senate of WCC, and the President of the Alumni Council shall be ex-officio and, with the exception of the President of the Alumni Council, (who shall be a voting Director), non-voting Directors. In addition, all Honorary Directors and Emeritus Directors shall be non-voting Directors. The Board shall have the power and authority to take necessary and proper actions to carry out the purposes of the Foundation.

Section 2. Nominating Committee. There shall be a Nominating Committee whose members shall be appointed, and may be removed, by the President of the Foundation and shall serve for two (2) years in staggered terms. The Chair and Co-Chairs of the Nominating Committee shall be appointed, and may be removed, at any time by the President of the Foundation. Unless sooner removed pursuant to the preceding sentence, each Chair and Co-Chair so appointed shall serve for a term of two (2) years from the date of appointment or until such later date as a successor Chair or Co-Chair shall be appointed as provided in this paragraph. The two-year terms may be renewed.

The Nominating Committee shall be charged with the responsibility of preparing and circulating to the Board, no later than fourteen (14) days in advance of each Annual Meeting, as scheduled pursuant to the provisions of Article VI, Section 1 hereof, or if a Director or Officer is to be elected at a Regular Meeting, in advance of such Regular Meeting, a “Nominating Packet” for each candidate nominated for election as an Officer and/or a Director (including as an Emeritus or Honorary Director). The Nominating Packet shall contain the name and biographical information for the relevant candidate, which shall be submitted in the form of a Curriculum Vitae or resume, with supporting documents as the Nominating Committee determines to be appropriate. At the request of the sitting Board of Directors, the Nominating Committee shall also recommend nominees to fill vacancies that may occur from time to time on the Board during the year for any

reason. The President and the Board Chair shall be non-voting ex-officio members of the Nominating Committee.

Section 3. Election; Term of Board of Directors. Each candidate nominated as Director, Emeritus Director or Honorary Director by the Nominating Committee shall be voted upon at the Annual Meeting or at a Regular Meeting provided notice of the nomination together with the Nominating Packet for such candidate has been provided to each Director no later than fourteen (14) days in advance of the meeting at which the vote on nomination is to be taken, unless such notice has been waived by such Director. Election of a candidate to the Board of Directors shall be by a majority vote of the voting Directors present at the meeting, provided a quorum is present. Each Director shall be elected to serve for a term of three (3) years from the date of election; provided, however, that if such Director was elected at a time other than at an Annual Meeting, such elected Director shall be assigned to the class specified for such Director by the Nominating Committee in the Nominating Packet, subject to extension or renewal as provided in Section 7 of this Article III. Each Emeritus Director and each Honorary Director shall be elected and serve in accordance with the respective policy related to such position as approved by the Board of Directors and then in effect, as the same shall be amended from time to time.

Section 4. Delivery of Documents. Any documents under these By-Laws, whether it be notice, waiver, consent or other written document (a “Document”), may be delivered by any of the following means: (i) in person, in which case such Document shall be effective upon delivery; (ii) by regular or certified mail, in which case such Document shall be sent to the addressee’s last known address, and shall be deemed effective three days after mailing; (iii) by courier service, in which case such Document shall be sent to a location where the addressee is reasonably expected

to be able to accept delivery, and shall be deemed effective upon first attempted delivery; (iv) by facsimile; or (v) by electronic mail.

Any Document delivered by facsimile or mailed electronically shall contain sufficient identifying information to reasonably assure the recipient that the transmission is an authorized transmission, and shall be deemed effectively delivered when directed to the intended recipient's facsimile number or electronic mailing address as it appears on the records of the Foundation, or to such facsimile number or other electronic mailing address as filed with the Secretary of the Foundation. Notwithstanding the foregoing, such Document shall not be deemed to have been effectively delivered if (1) a notification of non-delivery is received by the transmitting party after two attempts at effective delivery by facsimile or electronic mail to the intended recipient; or (2) the transmitting party or the Foundation otherwise becomes aware that the Document cannot be delivered to the intended recipient by facsimile or electronic mail.

Section 5. Quorum; Voting. Except otherwise required by law or these By-Laws, the presence at a meeting of the Board, in person or by proxy, of one-third (1/3) or more of the voting Directors shall constitute a quorum for the transaction of any duly noticed business, and any act of a majority of the quorum at any such meeting shall be and deemed to be the act of the Board. Any one or more of said Director(s) may participate in a meeting of the Board by means of a conference telephone, electronic video screen or similar communications, as long as all persons participating in the meeting can hear each other at the same time and interact in real time in order that each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote (in the case of voting Directors) upon each specific action to be taken by the Board. Participation by such means shall constitute presence at a meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all voting

Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board.

Section 6. Meetings. In-person meetings of the Board of Directors shall be held within the County of Westchester unless the Board, by majority vote, selects another location at least three (3) business days prior to the meeting. Meetings may be held in hybrid format or virtually as provided in Section 5 of this Article III.

Section 7. Resignation; Removal; Non-Renewal at Completion of Term. Any Director may resign at any time by giving written notice to the Board Chair or the President. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board Chair or the President, and the acceptance of such resignation shall not be necessary to make it effective. Any Director, Emeritus Director, Honorary Director or Officer of the Foundation may be removed with or without cause provided that at least a majority of the voting Directors votes for such removal. Terms of Directors are not automatically renewed upon expiration but may be extended upon vote of the Board at an Annual Meeting or a Regular or Special Meeting. The Nominating Committee shall review each Director whose term is expiring and shall recommend to the Board the renewal or non-renewal of the term of such Director. If the Nominating Committee makes a recommendation of non-renewal, the Officers shall be notified of such recommendation no fewer than five (5) days in advance of the applicable meeting date.

Section 8. Vacancies. In the event a voting Director dies, resigns or is removed prior to the expiration of such Director's term, the Board of Directors may, but need not, elect an individual to complete the term of such deceased, resigned or removed Director. The Board may request that the Nominating Committee provide to the Board the name of a candidate or a list of candidates to be considered to complete the term of such deceased, resigned or removed voting Director.

Section 9. Liability. No Director shall be personally liable or responsible for the affairs and operations of the Foundation, or for any debt or obligation of the Foundation, except as otherwise required by law. The Foundation shall indemnify its Directors, Officers, employees and volunteers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney's fees, in connection with any claim asserted against the Director, Officer, employee or volunteer by court action, or otherwise, by reason of the fact that such person is or was a Director, Officer, employee or volunteer of the Foundation and acting in good-faith for a purpose which such person reasonably believed to be in the best interest of the Foundation, and was not unlawful, unethical or immoral. In order to assure adequate indemnification, the Foundation shall purchase and maintain appropriate Directors and Officers ("D & O") liability insurance coverage to cover Directors, Emeritus Directors and Officers.

Section 10. Emeritus Director. Any former Director may be recognized as an Emeritus Director upon a determination by the Board that such Director has rendered extraordinary and distinctive service to the Foundation or WCC. An Emeritus Director shall be nominated by the Nominating Committee in accordance with the Policy on Awarding of Emeritus Director Status adopted by the Board of Directors as said Policy shall be amended from time to time. An Emeritus Director shall be invited to attend and speak at all meetings of the Board, shall receive notices and minutes of all such meetings and may be appointed to and serve on any Committee of the Board with the exception of the Executive Committee. An Emeritus Director shall have no right to vote at any Board or Committee meeting and shall not be considered a Director for any purpose whatsoever, including, without limitation, the determination of the presence of a quorum at any Board or Committee meeting.

Section 11. Honorary Director. Any individual may be recognized as an Honorary Director upon a determination by the Board that such individual has been an exceptional supporter and advocate of the Foundation or WCC. An Honorary Director shall be nominated by the Nominating Committee in accordance with the Policy on Awarding of Honorary Director Status adopted by the Board of Directors as said Policy shall be amended from time to time. An Honorary Director shall not be entitled to attend meetings of the Board unless specifically invited to attend by the President or the Board Chair and may receive briefings from the Foundation or WCC from time to time. An Honorary Director may serve by invitation on any Committee of the Board which permits non-Board members in the discretion of the President. An Honorary Director shall not be considered a Member of the Board of Directors for any purpose whatsoever, including, without limitation, the determination of the presence of a quorum at any Board or Committee meeting.

Article IV

Officers

Section 1. Officers. The Officers of the Foundation shall be a Board Chair, a President, one or more Vice President(s), a Secretary, a Treasurer, and, in the discretion of the serving President and Board Chair, an Assistant Secretary and/or an Assistant Treasurer, each of whom shall be a Director. No employee of the Foundation may serve as Board Chair or President of the Foundation or hold any other title with similar responsibilities. Candidates for any listed office (including an Officer currently holding such office) shall be selected and recommended by the Nominating Committee in accordance with the provisions of Section 2 of Article III hereof. Each Officer, including any Officer whose term is recommended to be renewed, shall be elected by the Board at its Annual Meeting or a Regular Meeting and shall serve for a term or additional term of two (2) years, commencing on January 1 of the year immediately following such election (or such

earlier date as recommended by the Nominating Committee and approved by the Board) and ending upon the installation of a duly elected successor.

Section 2. Board Chair. The Board Chair shall preside at all meetings of the Board of Directors and shall perform such other duties and functions as from time to time may be assigned by the Board, including, without limitation, temporarily performing the duties of the Office of the President in case of the President's death, absence or unavailability. Upon the expiration of the term of the Board Chair, such outgoing Board Chair shall hold the position of "Immediate Past Chair" for two (2) years or until the earlier of the termination of her/his term as a Director, during which period the Immediate Past Chair shall continue to act as a Director of the Foundation. After his/her term as Immediate Past Chair has ended, she/he may be considered for election as a Director, or as an Emeritus Director or Honorary Director, in accordance with the policies adopted by the Board of Directors for each such position, as such policies shall then be in effect.

Section 3. President. The President shall preside at all meetings of the Executive Committee, and, in the absence of the Board Chair, shall preside at meetings of the Board of Directors. With the exception of the Nominating Committee, the President shall oversee all Board committees with the assistance of one or more Vice Presidents, as appropriate. The President or the President's designee shall execute, in the name of and on behalf of the Foundation, all documents required to be executed by the Foundation and shall perform such other duties that usually appertain to the office or as requested by the Board of Directors. A designee named to perform the functions outlined in the preceding sentence may be any of (a) the Executive Director, (b) the Chief Financial Officer or (c) any other then-serving Officer. After the expiration of the President's 2-year term, such outgoing President may be elected as Board Chair by a vote of the

Board at the Foundation's Annual Meeting or at a Regular or Special Meeting of the Board should the Board Chair position become vacant during a term.

Section 4. Vice President(s). The President may propose to the Nominating Committee the election of one or more Vice Presidents. Each elected Vice President shall perform such duties as requested by the President and/or the Board of Directors.

Section 5. Treasurer. The Treasurer shall be the fiscal officer of the Foundation. The Treasurer or the Treasurer's designee shall present a report to the Board of Directors at any meeting subsequent to the end of a fiscal year of the Foundation showing the audited financial position of the Foundation and the audited results of its operations as of and for the respective fiscal year. Such report shall also contain other financial data and information necessary to provide the Board with a clear and concise view of the financial position of the Foundation. Upon acceptance by the Board, the report shall be filed in the permanent records of the Foundation. Upon request of the Board Chair or the President, the Treasurer or the Treasurer's designee shall present to the Board an update on the fiscal affairs of the Foundation. The Treasurer shall perform such other duties as are requested by the President and/or the Board of Directors. A designee named to perform the functions outlined in this Section 5 may be any of (a) the Executive Director, (b) the Chief Financial Officer or (c) any other then-serving Officer.

Section 6. Secretary. The Secretary or the Secretary's designee shall take and record minutes, or cause minutes to be taken, of all Board and Committee meetings of the Foundation. The Secretary is responsible for the Seal of the Foundation and shall, when necessary, attest to the official acts of the Board of Directors and the Officers of the Foundation. The Secretary shall perform such other duties as are requested by the President and/or the Board of Directors.

Section 7. Compensation. No Officer or Director shall receive compensation or personal benefit, directly or indirectly, from the Foundation for services performed as a Board Director or Officer, but each such individual so serving shall be entitled to reasonable reimbursement for necessary expenses incurred in the performance of duties as a Director or an Officer.

Section 8. Executive Director. The Board shall engage an Executive Director of the Foundation who shall not be a Member of the Board. The Executive Director shall be engaged and act in accordance with all relevant laws of the State of New York, in coordination with WCC's Human Resources function, and in accordance with the policies and recommendations of the Board of Directors. The Executive Director shall carry out the policies and objectives of the Board in support of the Foundation's stated mission. The tenure of the person serving as Executive Director at any time shall be determined by the Board. The Executive Director shall also perform such other duties as outlined in the position description adopted by the Board in effect at the time.

Section 9. Chief Financial Officer. The Executive Director, in consultation with the Board of Directors, shall select a Chief Financial Officer, who shall not be a Director, to manage the short- and long-term finances of the Foundation and to oversee the Foundation's administrative policies and procedures. The Chief Financial Officer shall be engaged by the Board and shall report to the Executive Director.

Article V

Committees

All members of a Committee, other than the members of the Executive Committee listed in Section I of this Article V, shall be appointed by the President, in consultation with the Board Chair, each Vice President and each Committee Chair and Co-Chair, and shall comprise such number of persons as the President deems appropriate from time to time. In addition, except for

the Executive Committee and the Finance Committee, the President shall appoint the Committee Chair and Co-Chairs, if appropriate, of each Committee. The Committee Chair is responsible for setting the Committee's charge in conjunction with the President; overseeing Committee meetings and setting an agenda and procedures therefor; communicating with Committee members and with the Board regarding Committee activities; representing the Committee on the Executive Committee; and supervising the ongoing work of the Committee. The Committee Co-Chair collaborates with the Committee Chair on the direction and activities of the Committee; stands in for the Committee Chair in the Committee Chair's absence; and assists the Committee Chair as requested by the Committee Chair.

Unless otherwise determined by the Committee Chair of each Committee, the presence at a Committee meeting of one-half (1/2) or more of the Committee members shall constitute a quorum for each such meeting. A Committee member may participate in a Committee meeting in person, by proxy, or by means of a conference telephone, electronic video screen or similar means of communication as long as all persons participating in such meeting can hear each other at the same time and interact in real time, in order that each Committee member can participate in all matters before the Committee, and participation by any such means shall constitute presence at such meeting for purposes of establishing a quorum. Any action required or permitted to be taken by any Committee may be taken without a meeting if all members of such Committee consent in writing to the adoption of a resolution authorizing such action. Any such resolution and the written consents thereto shall be filed with the minutes of the proceedings of such Committee.

Subject to Section 8 of this Article V, the standing Committees of the Foundation shall be the following:

Section 1. Executive Committee. The Executive Committee shall be comprised of no more than seventeen (17) members and shall include the Board Chair, the Immediate Past Chair, the President, the Vice Presidents, the Officers of the Board of Directors, and each Committee Chair. If any Committee Chair is unable to attend any meeting of the Executive Committee, the Committee Co-Chair of such Committee may attend in place thereof and in such circumstance may vote as the designee of such absent Committee Chair. In addition, any Committee Co-Chair may attend any meeting of the Executive Committee at the invitation of the Committee Chair or the President, and any other Director with business before the Executive Committee may attend any meeting of the Executive Committee with the approval of the President. The President shall be the Chair of the Executive Committee. The Executive Committee shall oversee the affairs of the Foundation between each meeting of the Board of Directors and have the power to act on behalf of the Board as necessary and appropriate in the discretion of the Executive Committee. The presence at a meeting of the Executive Committee, in person or by proxy, of at least a majority of the members of the Executive Committee shall constitute a quorum for the transaction of any duly noticed business and the act of a majority of the quorum at any such meeting shall be and deemed to be the act of the Executive Committee. Any such action taken on behalf of the Board by the Executive Committee shall be reported to the Board at the meeting of the Board immediately following the time such action has been taken. Notice of Executive Committee meetings shall be delivered to each member of the Executive Committee no later than two (2) days prior to the meeting unless such notice is waived in writing by such member of the Executive Committee.

Section 2. Audit Committee. The members of the Audit Committee shall consist solely of “Independent Directors” as hereinafter defined. “Independent Directors” are defined as

voting Directors who (a) are not employees of the Foundation or WCC, (b) are not ex-officio Directors, Honorary Directors or Emeritus Directors, (c) are not compensated by the Foundation in any capacity, and (d) have no material relationships with any entity transacting significant business with the Foundation. The Audit Committee shall annually retain, oversee and review the performance and independence of the Foundation's independent auditor; review with the independent auditor the scope and planning of the audit prior to its commencement; review and discuss with the independent auditor any material risks and weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditors' activities or access to requested information, any significant disagreements between the auditor and management of the Foundation, and the adequacy of the Foundation's accounting and financial reporting practices; report and recommend acceptance of the annual audit report to the full Board; approve any non-audit services performed by the auditing firm; and provide guidance to the Board of Directors regarding adoption and implementation of internal financial controls, and other matters, recommended by the auditor.

Section 3. Finance Committee. The Foundation's Finance Committee shall advise the Board of Directors on the finances and fiscal soundness of the Foundation. In addition, the Finance Committee shall develop the Foundation's annual budget and present it to the Board in a timely fashion and shall monitor the Foundation's budget during the fiscal year. The Finance Committee shall also work with Foundation staff to structure and support all Planned Giving programs, including any Charitable Gift Annuity program. The Treasurer shall be the Chair of the Finance Committee.

Section 4. Investment Committee. The Investment Committee shall continually monitor the Foundation's investments and take appropriate prudent actions in connection therewith. In

furtherance of the foregoing, the Investment Committee shall meet at least quarterly to review all Foundation investments and recommend management of funds. The Investment Committee, with Board approval, shall have the authority to establish, execute and interpret an investment policy statement pursuant to which, inter alia, investments and related investment professionals shall be selected and monitored. The Investment Committee shall make recommendations to the Board on the selection and retention of professional advisors, which may include, but not be limited to, investment managers, investment consultants, custodians, attorneys, accountants, and clerical staff, and may also include an outsourced chief investment officer.

Section 5. Nominating Committee. The Nominating Committee shall perform the functions as set forth in Article III, Section 2.

Section 6. Personnel Committee. The members of the Personnel Committee shall be selected by the President from among the Officers of the Board of Directors. The Personnel Committee shall be responsible for establishing personnel policies, staffing and compensation in consultation with the Executive Director. The Personnel Committee shall annually review the performance of the Executive Director and take, or recommend that the Board take, appropriate action based on that review.

Section 7. Governance and By-Laws Committee. The Governance and By-Laws Committee of the Board of Directors shall review items relevant to Board governance and development including, without limitation, By-Laws, policies, and procedures of the Foundation and any other pertinent governing issues or documents.

Section 8. Scholarship Committee. The mission of the Foundation Scholarship Committee is to assist the efforts of WCC in the recruitment, retention, and graduation of students by supporting a scholarship program that meets the needs of the students of WCC. The Scholarship

Committee, inter alia, evaluates scholarship initiatives, reviews and analyzes success data, and helps to secure resources.

Section 9. Special Events Committee. The Special Events Committee meets once or twice a year or as needed to set Foundation event strategy. The members of the Special Events Committee attend event(s) and/or contribute thereto (such as monetarily or by assisting in the recruitment of a speaker, host, or sponsor). To the extent required, the Special Events Committee may supervise and assist the ad hoc committee, if any, appointed to plan and execute any such event.

Section 10. Other Committees. The Executive Committee of the Board of Directors shall have the power, authority and discretion to establish such other Committees (e.g., *ad hoc* or advisory committees) deemed necessary for the effective functioning of the Foundation. The resolution creating an additional Committee shall specify its duties, responsibilities and term(s). The members of each such additional Committee, and each Chair and Co-Chair of each such additional Committee, shall be appointed by the President, after the President has consulted with and discussed such appointments with the Board Chair, and with any Vice President as the President shall determine to be appropriate under the circumstances. Members of each such additional Committee, and each Chair and Co-Chair of each such additional Committee, shall serve at the pleasure of, and may be removed by, the President after consultation with the Board Chair and any Vice President as the President shall determine to be appropriate under the circumstances.

Article VI

Meetings

Section 1. Annual Meeting. The Board of Directors shall hold its Annual Meeting on a day selected by the Board Chair, no later than ninety (90) days after the end of the Foundation's

fiscal year. Notice of the Annual Meeting shall be delivered to each Director pursuant to Article III, Section 4 above, no fewer than ten (10) nor more than thirty (30) days prior to the Annual Meeting, unless such notice is waived in writing by such Director.

Section 2. Regular Meetings. A Regular Meeting of the Board shall be held on three (3) dates set by the Board Chair at such even intervals as shall be practicable during each calendar year. The Board Chair may postpone the date of a Regular Meeting upon two (2) business days' notice to the Directors when practicable under the circumstances. Notice of a Regular Meeting shall be delivered to each Director pursuant to Article III, Section 4 above, no later than ten (10) days prior to such Regular Meeting, unless such notice is waived in writing by such Director.

Section 3. Special Meetings. Special Meetings shall be called by the Board Chair upon written request of the Executive Committee or by any three (3) voting Directors. Notice of a Special Meeting shall be delivered to each Director pursuant to Article III, Section 4 above, no later than two (2) business days prior to such Special Meeting if practical under the circumstances, unless such notice is waived in writing by such Director.

Section 4. Postponement/Rescheduling of Meetings. Any Board or Committee meeting may be postponed by the Board Chair, the President, or the Committee Chair or Co-Chairs, as the case may be, upon two (2) business days' notice to the Directors or the members of such Committee if practical under the circumstances.

Section 5. Attendance. Notwithstanding the foregoing, each Director shall be required to attend at least one (1) meeting of the Board of Directors each calendar year. The requirement in the immediately preceding sentence shall be satisfied by remote attendance by means of a conference telephone, electronic video screen or similar communications, as long as such Director can hear all proceedings and interact with other Directors in attendance in real time, in order that

such Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon each specific action to be taken by the Board at such meeting.

Article VII

Assets and Funds

Section 1. Ownership. All assets and funds of the Foundation shall be owned exclusively by the Foundation.

Section 2. Disposition. The investment and reinvestment of funds is effectuated by the Chief Financial Officer in accordance with instructions received from the Investment Committee and in accordance with the Investment Policy Statement adopted by the Board of Directors. Accordingly, all funds of the Foundation shall be deposited in accounts in the name of the Foundation in a bank or banks designated by the Finance Committee and/or shall be invested or reinvested as directed by the Investment Committee. The Executive Director and/or the Chief Financial Officer shall execute transfers of funds among accounts to support expenditures authorized by the Board of Directors. Funds shall be expended only to advance the purposes of the Foundation and to pay its proper expenses. Funds shall be withdrawn from such bank account or accounts only upon written authorization of (a) two (2) Officers of the Foundation, or (b) the Executive Director and one Officer of the Foundation, or (c) the Executive Director and the Chief Financial Officer, provided that approval by a Board Officer is required for any expenditure in the amount over \$5,000 unless such expenditure is approved in the budget or directed to WCC. The Foundation's standing practice is to immediately and automatically liquidate all donated stock. Notice of any investment, reinvestment, transfer of funds among accounts, and liquidation of stock in accordance with this Section shall be given to the Investment Committee.

Section 3. Advisory. The Board of Directors may appoint an outsourced chief investment officer, an investment advisor or advisors, or such other financial agent or agents as the Board shall deem advisable to represent and advise the Foundation in the investment of its funds, and the Foundation may pay reasonable compensation, therefore.

Article VIII

Policies

Section 1. Conflict of Interest. The Board of Directors shall adopt a policy on conflicts of interest and shall review that policy from time to time to ensure that it provides appropriate guidance and protections. The policy shall include, at a minimum, (i) a definition of the circumstances that constitute a conflict of interest; (ii) procedures for disclosing a conflict of interest to the Audit Committee or other Committee of Independent Directors as hereinbefore defined; (iii) a requirement that the person with the conflict of interest not be present at or participate in Board or Committee deliberations or vote on the matter giving rise to such conflict; (iv) 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; (v) a requirement that the existence and resolution of the conflict be documented in the Foundation's records, including in the minutes of any meeting at which the conflict was discussed or voted upon; and (vi) procedures for disclosing, addressing, and documenting related party transactions in accordance with §715 of the New York Not-For-Profit Corporation Law.

The conflict of interest policy shall require that prior to the initial election of any Director, and annually thereafter, such Director shall complete, sign and submit to the Secretary of the Foundation, or the Secretary's designee, a written statement identifying, to the best of such Director's knowledge, any entity of which such Director is an officer, director, trustee, member,

owner (either as a sole proprietor or a partner), or employee and with which the Foundation has a relationship, and any transaction in which the Foundation is a participant and in which the Director might have a conflicting interest. The policy shall require that each Director annually resubmit such written statement. The Secretary of the Foundation or the Secretary's designee shall maintain or cause to be maintained a copy of all completed statements with the records of the Foundation and shall report any exceptions or non-response in respect of any Director to the Board Chair.

Section 2. Whistleblower Protection. The Board of Directors shall adopt a policy that encourages individuals to come forward with credible information on illegal practices or violations of policies of the Foundation and shall review that policy from time to time to ensure that it provides appropriate guidance and protections. The whistleblower policy shall include the following provisions: (i) procedures for the reporting of violations or suspected violations of laws or corporate policies, including contact information and procedures for preserving the confidentiality of reported information; (ii) a requirement that an employee, Officer or Director of the Foundation be designated to administer the whistleblower policy and to report to the Audit Committee or other Committee comprised of Independent Directors ; (iii) a requirement that the person who is the subject of a whistleblower complaint not be present at or participate in Board or Committee deliberations or vote on the matter relating to such complaint, provided that said person may be requested to present information or answer questions prior to any such deliberations, and (iv) a requirement that a copy of the policy be distributed to all Directors, Officers, employees and to volunteers who provide substantial services to the Foundation.

Article IX

Amendment of the By-Laws

These By-Laws may be amended, repealed or altered in whole or in part by a two-thirds (2/3) vote of the all voting Directors, in person or by proxy, at an Annual Meeting or at any Regular Meeting or Special Meeting of the Board, provided that the proposed changes have been submitted by mail or electronic mail to each Director at least twenty-one (21) days before the date of the meeting at which the proposed changes are to be voted upon.

The Governance and By-Laws Committee shall undertake a review of these By-Laws a minimum of every five (5) years, as of the date of the most recent revision. When the review is completed, the Committee shall report any proposed changes to the Executive Committee prior to the Executive Committee recommending any changes to the By-Laws to the full Board of Directors for vote.

Revised: September 26, 2024

Good Rebellion

March - October 2025 Activities - SUNY Westchester Community College

MARCH 2025

1. Press List

Expanded and updated the WCC/WCCF press target list

2. Began Latimer Op-Ed

Secured internal approvals for Latimer op-ed and press release, which had been in development since February. Coordinated approval process with Latimer's office.

3. Drafted op-ed for Dr. Miles

Addressing federal policy (later set aside in favor of the Latimer piece)

4. Women's Club LTE

Wrote and finalized Women's Club [letter to the editor](#), including distribution plan and submission instructions.

5. WCCF Wine & Cheese Event

Attended event to build relationships with key stakeholders for future press strategy. Initiated monthly meetings with WCCF.

6. Viking Roads

Started drafting Viking ROADS press items, including internal framing and [media alert](#).

APRIL 2025

1. Gala Press Release

Wrote and distributed the official pre-Gala [press release](#) for SUNY WCC Foundation's annual event.

Gala announcement ran in [The River Journal](#)

Statistics

- **The River Journal**
 - **Reach: 20,000 online readers; 150,000 print + online readers**
 - **Coverage: Westchester, Fairfield, and Bronx Counties (online); River Towns from Peekskill to Yonkers (print)**

Attended the Gala and began laying the groundwork for post-event visibility efforts.

2. Media Strategy – Inside Higher Ed

Pitched and secured a full feature story in Inside Higher Ed focused on SUNY WCC's Viking ROADS program, tied to the release of the MDRC report and the recent press conference.

Coordinated interviews with Dr. Belinda Miles and faculty to ensure WCC voices were central to the piece.

The story was successfully published in [Inside Higher Ed](#)

Statistics

- **Inside Higher Ed**
 - **Reach: 1.2–2 million readers**
 - **Online Views: 744,015**
 - **Coverage: Primarily U.S.; selective global readership**

3. Latimer Op-Ed

Secured approval and pitched a draft [op-ed](#) from County Executive George Latimer in support of SUNY WCC and community colleges.

4. Social Media Strategy & Advisory

Advised on strengthening WCCF's digital presence, with a focus on making the Foundation's voice more active, timely, and visible.

Facilitated a direct connection with Ryan Yarosh, Senior Director of Media & Public Relations at Binghamton University, regarded as a national leader in higher ed social strategy.

Helped lay the foundation for a more modern, mission-aligned social media approach.

5. Ongoing Press Outreach

Conducted broad press outreach, assessed the media landscape, and began adjusting strategy in response to shifting news values and press interest.

MAY 2025

1. Gala Follow-Up

Wrote and distributed the official post-Gala [press release](#).

Post-Gala story appeared in multiple local outlets, including publications in [Scarsdale](#), and [The River Journal](#).

Statistics

- **Scarsdale 10583**
 - Reach: 25,000 online readers
 - Coverage: Scarsdale, NY
- **The River Journal**
 - Reach: 20,000 online readers; 150,000 print + online readers
 - Coverage: Westchester, Fairfield and Bronx Counties (online) and all River Towns (Peekskill thru Yonkers) in print

There was also an announcement about the gala and its honorees published in a hyper-local Bronxville outlet, though a link and readership statistics are now unavailable.

2. Media Alert – Communications Central Grand Opening

Wrote and distributed the [media alert](#) for the opening of WCC's new Communications Central media center.

Followed up with press contacts to drive coverage and track interest.

3. Latimer Press Strategy

Shifted strategy due to delays; further discussion to be had when Elyse joins the team in June.

4. Faculty Media Training Kit

Continued to map out the strategy for preparing faculty with press in changing media landscape.

5. Strategic Press Outreach

Continued outreach to press and began adjusting overall strategy in response to media trends, including shift away from positive institutional profiles toward more urgent, issue-driven stories.

6. Federal Climate Guidance

Advised the Foundation to reserve public commentary for federal actions that directly impact WCC, in regard to the broader political climate and the federal government's increasingly hostile posture toward higher education.

7. JPMorgan Press Pitch

Drafted a press pitch highlighting JPMorgan's investment in WCC students as a workforce development model, but scrapped the angle based on shifting priorities and external feedback.

JUNE 2025

1. Ron Lieber

[Finalized pitch.](#)

2. Corporate Partnerships

Crafted story concepts to better leverage corporate partnerships with **PepsiCo**, **Metallica**, and **Con Edison**.

3. Trainings

Finalized updated **media training strategy**, now with Tracy Soren involved in development.

4. New press strategy

Developed new **press contact strategy** designed to better align with evolving media expectations and the shifting landscape for education coverage

Started the new strategy along with [tracking](#).

5. Grad Bag

Drafted a [letter to the editor](#) and submitted for publication.

6. Grad Bag Press Release

Started the process of turning the Grad Bag LTE into a press release

7. Social Media

Tracked progress since our recommendations

JULY 2025

1. Grad Bag [Press Release](#)

Finalized and distributed press release for WCC's Grad Bag partnership.

2. Grad Bag Media Outreach [Media Alert](#)

Began targeted outreach to *Gothamist*, *WNYC*, and others. Met with CBS reporter for feedback. Developing a plan for press access and student spokespeople.

Update: News 12 came to cover the event and ran a story about it.

<https://youtu.be/5Y9WRD6u84A>

NEWS 12 Reach: No statistics for Westchester alone but across the News 12 networks: **About 1,001,648 households per week.**

3. PepsiCo Story Development

Met with Pepsi, who expressed interest in a joint media strategy. Began scheduling interviews with SMILE Scholars.

Update: Have met with three Smiles Scholars and have written the first draft of the story and a detailed plan for distribution.

4. Metallica Marketing Support

Shared messaging ideas with WCCF. Contact identifying alumni for story development.

5. Latimer Op-Ed Follow-Up

Reengaged Latimer's team to revise and reframe original op-ed. Awaiting response.

6. Podcast Pitching – Dr. Miles

Compiled list of target podcasts. Outreach ready pending Dr. Miles' availability.

7. Social Media Strategy

Reviewed account performance; Facebook engagement up 280%. Delivered long-term strategy to centralize content and strengthen owned media.

8. Faculty Media Training

Confirmed training format and potential journalist for the August session. Awaiting participant list from deans.

9. Press Kit Development

Drafted bios and fact sheets. In review ahead of design. [Press Kit](#)

Update # 6-9: Redeveloped three-pronged media strategy based on Owned, Earned, and Emerging media. Adjusting the training to provide media training for Dr. Miles, the provost, and workforce leadership.

10. Media Pitching

Continued both for Grad Bag and other media opportunities.

August 2025

1. NYT [Letter to the Editor](#)

Crafted and submitted a letter to the editor from Dr. Miles to the New York Times in response to an article about the Trump Administration hurting community colleges.

2. Started a correspondence with the article's author

Laying the groundwork to include SUNY WCC in any future follow-ups or articles.

3. Latimer Follow-up

Contacted Latimer's office to see if they want to be included in any follow-up.

4. Finalized the Pepsi Scholars visibility plan

Now awaiting approval from the scholars to move forward.

5. Met with Metallica All Within My Hands Organization

Went over both press and marketing strategies.

6. Arranged an interview with Wall Street Journal education reporter [Matt Barnum](#)

The interview came about from our follow-up about an article he had written and took place in the first week of September.

7. Second NYT [Letter to the Editor](#)

Crafted and submitted another letter to the editor from Teresita Wisell to the New York Times in response to an article by David Brooks. Reached out directly to David Brooks as well.

8. Began work on the annual report.

Reviewed last year's report, created an outline, met with WCC and foundation staff, and

started to re-draft the outline based on feedback.

9. Media Pitching

Continued our outreach to reporters on behalf of the foundation

SEPTEMBER 2025

1. WSJ Interview with Dr. Miles

Arranged and supported Dr. Belinda Miles' interview with *The Wall Street Journal* education reporter Matt Barnum. Coordinated talking points and provided follow-up materials to strengthen the college's positioning in national coverage.

2. Letters to the Editor – National Media

Finalized and submitted three letters to the editor, two from Dr. Miles and one from Teresita Wisell, in response to *New York Times* opinion pieces, including one by David Brooks. Shared directly with reporters to encourage engagement and future inclusion.

3. Media Alert – Simulation Lab Ribbon Cutting/SUNY Reconnect/Viking Roads

Drafted and finalized the media alert for the new Simulation Lab ribbon cutting. Coordinated review with WCC staff and prepared for October distribution. The event has since changed, and we are adopting new framing in October.

4. Pepsi Scholars Story

Completed scholar approval process and submitted the final story to the PepsiCo Foundation communications team. Working closely with Chase Haller and team on next steps for rollout. Positive feedback received, as Pepsi called the story "great."

5. Metallica Scholars Campaign

Conducted interviews with past Metallica Scholars. Continued developing the press plan and narrative for this workforce development story.

6. Latimer Collaboration

Held a call with County Executive George Latimer's Chief of Staff, who expressed continued interest in working with WCC.

7. Annual Report Development

Received must-have materials from WCCF and began drafting the 2025 Annual Report. Updated the outline based on feedback from the WCCF team.

8. Content Calendar Collaboration

Met with Mark Stollar and the marketing team to strategize refining the WCC/WCCF content calendar. Began mapping recurring series and priority events across owned and

earned channels.

9. Trainings – Media and Storytelling

Started planning the podcast training and pitch list with Tracy Soren.

10. Viking ROADS Event Planning

Met with Mark and Ilene to plan a new Viking ROADS event without the Chancellor, potentially positioned as a thank-you to the Westchester state government delegation for their continued support.

11. Ongoing Media Engagement

Continued engagement with key reporters, including Ben Austen and others. Monitored coverage, maintained contact for future opportunities, and tracked media interest through Meltwater and internal logs.

OCTOBER 2025

1. SUNY Policy Change Response

Monitored and advised on SUNY's new scholarship policy and potential implications for the Foundation. Developed holding language and press posture for internal and external audiences, in coordination with WCC leadership. Drafted and circulated a set of talking points for staff, donors, and media inquiries.

2. Viking ROADS Event Planning

Met with Mark and Ilene to plan the upcoming Viking ROADS event, which could potentially receive broader coverage than previous events by including local elected officials. Continuing to support Mark as needed with framing, messaging, and outreach.

3. Simulation Lab Media Alert

Finalized and updated the media alert for the Simulation Lab ribbon cutting, reflecting new event framing around SUNY Reconnect and Viking ROADS. Coordinated with WCC staff on timing, outreach, and press distribution, including follow-ups with News 12.

4. Pepsi Scholars Campaign

Met with PepsiCo Foundation communications and marketing teams. Pepsi loved the story and expressed enthusiasm about helping pitch it. Some revisions were made to ensure the story and rollout plan were fully aligned with Pepsi's brand and legal guidance.

5. Podcast Training and Pitching

Finalized the media training deck and confirmed the training date with WCC leadership. Developed a tailored list of target podcasts for Dr. Miles and other institutional experts to help expand WCC's thought leadership presence.

6. Annual Report Development

Continued drafting and refinement of the 2025 Annual Report. Integrated new photos and updated sections on Viking ROADS, Pepsi Scholars, Con Edison, and the Foundation letter. Began collecting final approvals and edits from WCCF.

7. Metallica Scholars Campaign

Continued development of the Metallica Scholars rollout, including coordination with the All Within My Hands Foundation. Working to schedule additional interviews with current students for potential inclusion in a story focused on student voices and gratitude.

8. Content Calendar Collaboration

Worked with Mark Stollar and WCC marketing to align existing social media plans with Good Rebellion's recommendations. Coordinated additional meeting with Michelle Schleibaum to better integrate alumni-focused content and avoid overposting.

9. Latimer Collaboration

Followed up with George Latimer's Chief of Staff on potential future collaborations and confirmed continued interest in joint efforts tied to community college advocacy.

10. Ongoing Media Engagement

Maintained relationships with local and national reporters. Provided updates and context to journalists from The Wall Street Journal, News 12, and other outlets. Continued tracking coverage through Meltwater and refining future press opportunities.

Real Estate Committee Update Report – October 20, 2025

Since the last meeting of the Real Estate Committee on July 3, 2025, we remain focused on the Committee's goal to oversee implementation of air source heat pumps with natural gas back-up, as being the most versatile for the Tappan Hill building set-up, highly cost effective and simultaneously providing significant environmental benefits. That being the case, we have been (1) working with consulting firm C&S to move ahead with implementation of the Tappan Hill HVAC units, and (2) overseeing general Landlord required repairs and general matters. This memo provides an update on these two areas of focus. Special thanks to Jeff / Team and our outside consultant German for their very professional and hard work over the past months since the Committee's last meeting.

At a future time, Jeff and I will organize a meeting of the Committee for a Zoom update.

1. Working with Consulting Firm C&S to Move Ahead with Tappan Hill HVAC Project

Our efforts over the past three plus months have been focused on moving the HVAC replacement project forward. As you will remember, the Committee approved the C&S proposal in the amount of approximately \$61,000 to provide engineering and construction administration services for the air handling units at Tappan Hill proposed in their study. Key highlights are:

- First set of draft drawings from C&S have been received and are under review by Foundation side and Tappan Hill side.
- Adjustments are being made to the drawings to the structural supports to ensure compliance with the new rooftop criteria required by the new 2026 NYS Building Code. The large units will now be placed at grade (i.e., ground level). This follows a second site visit on October 16 with the Tappan Hill plant managers (Michael and Stephen Vega), the Foundation team (Chair Joanne Landau and Committee Consultant German Tsveer) and C&S civil and mechanical engineers (Lloyd Merry and Steven Mearon). There have been some slight changes in unit size from our last meeting and there will likely be additional costs for pad drawings to accommodate the larger units to be located at grade level (instead of a rooftop). We will return to the Committee with a final associated costing.
- Several meetings have been held with Con Edison to provide the information and necessary calculations to be eligible for the Con Ed Clean Heat rebate. 90% of the information has been completed and inputted into Con Edison's highly detailed system with calculations for PhDs and above. Special thanks to Taylor from C&S and our consultant German on this one. Some further updates are underway from German and Taylor to consider a slight change in unit size. After the updates, we will learn the amount of reimbursement which we will receive directly (instead of going through our tenant).
- We are beginning work on additional income sources from grants and manufacturer rebates. C&S has significant expertise on manufacturer rebate sites.

2. Short-term Repair Options to Current HVAC Systems

Miraculously Tappan Hill made it through the summer heat considerably better this year than last. The work authorized by the Committee in the amount of \$10,065 for stabilization of the leaking units was not undertaken. We did however pay one bill for AC issues of approximately \$6,500.

With big thanks for all your guidance and input to date and kind regards, - Joanne

2025 WCC SPORTS HALL OF FAME

**Join us for dinner as we honor our newest
inductees Into the Suny Westchester
Sports Hall Of Fame**

Hall Of Fame Class of 2025

INDIVIDUAL INDUCTEE

LENNY CAPUANO '72-FOOTBALL

SEAN KENNY '87-SOCCER

JOHN COFFINO -MEN'S BASKETBALL COACH

**EUGENE "BUZZ" KEFFE AWARD
JANICE GILROY**

**ENTRY FEE
\$80 PER PERSON \$750 FOR A TABLE OF 10**

FRIDAY	NOV 21	6:30PM-10:00PM
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**JULIANO'S
700 MAIN ST, NEW ROCHELLE, NY 10801**