

RECORDS OF THE FACULTY- STUDENT ASSOCIATION

BY-LAWS
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BY-LAWS
FACULTY-STUDENT ASSOCIATION OF
STATE UNIVERSITY COLLEGE AT BUFFALO, INC.

ARTICLE I – Name, Purpose, and Status

- Section 1. Name. This corporation shall be known as the Faculty-Student Association of State University College at Buffalo, Inc., hereinafter known as the Corporation.
- Section 2. Purpose. The general purpose of the Corporation are educational within the meaning of Sec. 501 © (3) of the Internal Revenue Code and its regulations, and within the meaning the general purposes shall be to establish, operate, manage, promote, and cultivate educational activities and relationships incidental thereto by, between and among the students and faculty of State University College at Buffalo and to aid the students, faculty and administration of the College in the furtherance of their education and studies, work, living and extracurricular activities incidental thereto, in collaboration with the educational goals of the College.
- Section 3. Status. This Corporation is a Not-For-Profit corporation.

ARTICLE II – Membership

- Section 1. Membership Eligibility. The membership of the corporation shall be open to all members of the college community and consists of faculty, students, and officers of the administration of the campus, and may further include alumni and local business leaders.
- Section 2. Membership Definition. For purposes of conducting the official business of the corporation, the memberships shall be defined to be one and the same as the Board of Directors as defined in Article IV. For the purpose of electing representatives to the Board of Directors, eligible electors shall be defined according to Article II, Section 3.
- Section 3. Membership Elections.
- A) Student Electors. All students eligible to vote in the annual Student Government election process will also be deemed to be

electors of the corporation for purpose of selecting student representatives to the Board of Directors.

- B) Faculty Electors. Faculty members who appear on the eligible voting list of the College Senate and other part time faculty or lecturer status with a minimum course load of two or more classes per semester on a continuing basis, shall be eligible for electing faculty representatives to the Board of Directors, and will be notified in writing after April 1st of each operating year of the time and place for conducting such elections as necessary for the filling of terms of office as defined in Article IV, Section 2.

Faculty Electors who qualify above shall register with the Corporation if they are to be eligible for electing Faculty Directors. Such registration shall be set forth in a manner agreed to by the Faculty Directors and administered by the Secretary of the Board. Such registration shall be effective for a period not to exceed five years or on termination of service at the College or upon resignation of active voting membership sent to the Board Secretary.

- C) The Chief Administrative Officer of the College shall be a member of the Association for the specific purpose of appointing representatives of the administration, one of which may be from the Alumni Association, to the Board of Directors. The Chief Administrative Officer shall not be a member of the Board Directors.
- D) Professional Electors. Professional who appear on the eligible voting list of the Professional Staff Caucus shall be eligible for electing professional representatives to the Board of Directors, and will be notified in writing after April 1st of each operating year of the time and place for conducting such elections as necessary for the filling of terms of office as defined in Article IV, Section 2.

Section 4. Voting Right. Each elector shall have one vote only at any meeting to elect representative to the Board of the Association.

Section 5. Termination of Membership. Any elector of the Corporation who ceases to be a member of the body he or she represents specified in Section 1 above shall thereupon immediately cease to be an elector of this corporation and his or her eligibility to elect shall be deemed terminated as of that date.

ARTICLE III – Meetings of Members

- Section 1. Annual Meetings. The first board meeting of the fiscal year shall constitute the annual meeting of the corporation for the installation of members to the Board of Directors, for receiving the annual reports of officers, directors and committees, and for the transaction of other business. Written notice of such meetings, signed by the President or his or her designee, shall be given personally or mailed to each person who, at the time such notice is given appears to be a person who will be entitled to vote as a member at such meetings. When such notice is mailed, it shall be directed to such person at his or her address as it appears on the official records of the Association. Such notice shall be served personally or mailed not less than ten nor more than thirty days before the meeting and shall include the place, date, time, and the Agenda of the meeting.
- Section 2. Special Meeting. For any special meetings of the membership, the rules governing such meetings for quorums, notification, and proxy voting shall be the same as defined for the Board of Directors in Article IV.

ARTICLE IV – Board of Directors

- Section 1. Number and Composition. The Board of Directors shall have nine (9) members, and shall be comprised of four (4) students, one of whom shall be a graduate student, two (2) faculty, one (1) professional member, one (1) representative of administration, and one (1) alumnus/faculty-staff emeritus, selected as follows:
- A. The student members of the Board shall be elected (by plurality) by those students eligible for membership according to Article II, Section 3. A student who wishes to be a candidate:
1. Shall file a written application with the Office of Student Life following the deadline and application process of student government elections.
 2. Must maintain the following academic standards per semester:
 - a) Enrolled in nine credit hours for undergraduate and six credit hours for graduated students.
 - b) 2.0 grade point average.

In case of any election dispute in the Student Government election process, the Faculty-Student Association Board of Directors reserves the right to validate the elections of candidates for the student members of the Board.

- B) 1. The faculty and professional members of the Board shall be nominated and elected respectively (by plurality) by either those faculty and professionals eligible to vote according to Article II, Section 3, or by self-nomination.

The Faculty Directors shall have responsibility for submitting nominations to the eligible voting faculty in addition to or in the absence of self-nominations described above and in accordance with the requirements for eligibility set forth in Article II Section 3.

2. Faculty nominations are to be mailed to the Secretary of the Board by April 1st.
3. Faculty voting will be conducted by intra-campus mail ballot and returned by a date set by the Secretary of the Board, but in no case sooner than three weeks after receipt of nominations.
4. Faculty nominees for the Board must appear on the eligible voting list of the College Senate.
5. Faculty will receive notification at their campus address of the deadline for nomination and time for voting.
- C) The representative of administration member of the Board shall be appointed by the President of the College. The member appointed shall serve as the fiscal liaison between the College and FSA.
- D) The alumnus/faculty-staff emeritus member shall be nominated by the Board of Directors and elected by a two-thirds (2/3) vote of the Board.

- E) In all cases, written notification of the election or appointment of Directors shall be submitted to the Secretary of the Corporation prior to June 1st of each year.

- Section 2. Term of Office. The term of office shall be for two years except for the alumnus/faculty-staff emeritus member which shall be for five (5) years and, for the first year, one of the student members, one of the faculty and the professional member, shall be elected or appointed for a one-year term. Term of office shall commence on June 1st of each year.
- Section 3. Age Requirements. Each Director shall have reached the minimum age specified by the Not-For-Profit Corporation Law prior to taking office. In the event that the Corporation is involved in the trafficking of alcohol, all Directors must have attained the minimum age as specified by the State Liquor Authority prior to taking office and must meet such other requirements as the State Liquor Authority might from time to time require.
- Section 4. Duties and Power. The property, affairs and concerns of the Corporation shall be vested in the Board of Directors. The Board of Directors shall have the duty to approve the budget and the power to make general policy for the Corporation within the SUNY Guidelines for Operating the Faculty-Student Association of the State University College at Buffalo. The Board of Directors shall employ an Executive Director who shall be responsible for the execution of the Board policies and/or procedures; the performance of such other duties as requested by the Board of Directors; or as are reasonable incidental to his or her position, as may be necessary or proper to carry out the business of the Corporation. In addition, the Board of Directors shall from time to time appoint such other officers as may be necessary to carry out the business of the Corporation.
- Section 5. Meetings and Quorum. Meetings of the Board of Directors may be called at least three (3) times per academic semester or may be called by the President of the Corporation whenever he or she deems advisable. In addition, meetings shall be called by the President of the Corporation upon written request of any three members of the Board of Directors. Five days written notice of meetings of the Board shall be served personally or mailed to all Directors unless such notice is waived in writing by three Directors which must include at least one student member. The presence of four (4) Directors in person shall constitute a quorum.

- Section 6. Voting and Proxy Voting. Each Director shall have one vote only. Directors may vote by proxy provided that the proxy is executed in writing, dated and filed with the Secretary at or prior to the meeting for which the proxy is valid. Such proxy shall be valid only for a specific meeting and may be revoked at the member's pleasure either orally at the meeting for which the proxy is valid, or by written revocation filed with the Secretary, or by the filing of a subsequently dated proxy. Extensive use of the proxy may be grounds for removal under Section 8 below.
- Section 7. Liability. As provided by the Not-For-Profit Corporation Law, in the absence of fraud or bad faith the Directors shall not be personally liable for the debts, obligations, or liabilities of the Corporation.
- Section 8. Removal. The Board under the concurrence of a 2/3 vote of its members present, may recommend to the appropriate electing constituency, or the President of the College, an investigation of possible malfeasance, misfeasance or nonparticipation. The appropriate electing constituency, or the President of the College, may then recommend the removal and replacement of a Director for malfeasance, misfeasance or nonparticipation.
- Section 9. Termination of Membership.
- A) Any member of the Board of Directors who ceases to be a member of the body he or she represents indicated in Section 1 above, shall thereupon immediately cease to be a member of the Board of Directors and his or her membership shall be deemed terminated as of that date.
 - B) Any member may withdraw from the Board of Directors by presenting to the Secretary of the Corporation a written resignation. Such resignation shall be presented to the Board of Directors by the Secretary at the next meeting thereof following receipt of such resignation.
 - C) Any member of the Board of Directors may be suspended for a period or expelled for cause, such as violation of any of the By-Laws or rules of the Association, or for conduct prejudicial to the best interests of the Association. Such suspension or expulsion shall be by a 2/3 vote of the Board members present, with the exception of the vote of the person proposed for suspension or expulsion.

Section 10. Filling Vacancies.

- A) In the event of vacancy, such vacancies shall be filled by candidates in order of plurality in the previous election, or in the event there are no candidates available, through a new election by the constituency group.
- B) In the event of a student vacancy, such vacancies shall be filled by candidates in order of plurality in the previous election, or in the event there are no candidates available, the President of United Student Government shall bring a recommendation for a student member of the board to the student government senate for approval. The recommended student will then be required to gain approval by the board of Directors at its next scheduled meeting.
- C) In the event that a representative of administration director's position becomes available, it may be filled by a new appointment made by the President of the College.

Section 11. Membership Restriction. No full or part time corporate employees shall be eligible to serve on the Board of Directors, nor have the right to vote except as provided by Article V Section 4.

ARTICLE V – Officers

Section 1. President. The Board of Directors shall elect one of the members of the Board as the President of the Corporation. The President shall be the chief executive officer of the Corporation and of the Board of Directors. He or she shall be elected for a term of one year but shall continue in office, if otherwise qualified, until his or her successor shall be duly elected and qualified. He or she shall sign and execute, in the name and on behalf of the Corporation all documents required to be executed by the Corporation. He or she shall preside at all meetings of the members of the Corporation and the Board of Directors, and shall perform such other duties as requested by the Board of Directors or as are reasonably incidental to his or her office.

Section 2. Vice President. The Board of Directors shall elect one of the members of the Board as Vice President of the Corporation. The Vice President shall be elected for a term of one year but shall continue in office, if otherwise qualified, until his or her successor shall be duly elected and qualified. He or she shall perform the duties of the Office of President in case of the

absence or inability of the President to act. He or she shall perform such other duties as requested by the President or the Board of Directors.

Section 3. Treasurer. The Board of Directors shall elect one of the members of the board as Treasurer of the Corporation. The Treasurer shall be elected for a term of one year but shall continue in office if otherwise qualified, until his or her successor shall be duly elected and qualified. He or she shall serve as Chairperson of the Finance Committee. He or she shall perform the duties of the Office of President in case of the absence or inability to act of the President and Vice President and shall perform such other duties as requested by the President or the Board of Directors.

Section 4. Secretary. The Office of Secretary shall be held by the Executive Director who shall serve as a non-voting member of the Board. He or she shall be responsible for recording all minutes of the meetings of the Corporation and Board of Directors and shall receive all proxies. He or she shall keep the seal of the Corporation and shall when necessary attest to the official acts of the President and the Board of Directors. The Secretary shall also be responsible for communicating all official business to the members of the Board and shall perform such other duties as requested by the President or the Board of Directors.

Section 5. Bonding and Insuring of Officers or Directors. The Board of Directors may require any officer to be bonded and may secure indemnity insurance for any officer or Director. Such bonding or insurance shall be funded by the Corporation.

Section 6. Limitation. The officers must be elected from at least two of the representative bodies of the Corporation.

Section 7. Compensation. No Director shall receive any compensation from the Corporation for services performed in his or her official capacity but officers shall be reimbursed for reasonable expenses incurred in the performance of official duties.

ARTICLE VI – Committees

Section 1. Ad Hoc Committees. The President of the Corporation, with the concurrence of the Board, shall from time to time appoint any ad hoc committees deemed necessary.

Section 2. Committee Chairmanship. The Chairpersons of ad hoc committees shall be appointed by the President of the Corporation with the concurrence of

the Board, and such chairpersons may, but need not, be Directors or members of the Corporation.

ARTICLE VII - -Assets and Funds

- Section 1. Ownership. All assets and funds of the Corporation shall be owned exclusively by the Corporation. No member, director, officer, or employee of the Corporation shall have any right, title, or interest in any of the assets and funds of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to nor shall there be the right to receive or be lawfully entitled to its members, directors, officers or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered in effecting one or more of such purposes and to make payments and distribution in furtherance of the purposes set forth above.
- Section 2. Disposition. All funds of the Corporation shall be deposited in an account or accounts in the name of the Corporation in a bank or banks designated by the Board of Directors and shall be used solely to pay the proper expenses of the Corporation. Funds shall be withdrawn from such bank account or accounts only upon the written authorization and signature of such person or persons as the Board of Directors shall designate by resolution. Any funds and other assets of the Corporation which, in the judgement of the Board of Directors, shall not immediately be required to effect the purposes of the Corporation, may be invested, reinvested and administered by the Board of Directors in such securities, real estate, or other investments as in the judgment of the Board of Directors is sound and proper.
- Section 3. Audit. All books, records, and accounts of the Corporation shall be subject to examination and audit by the State University of New York or the Comptroller of the State of New York at any time.
- Section 4. Dissolution.
- a) Upon the dissolution of the Corporation, the Board of Directors, after paying or making provisions for the payment of all its just debts, obligations, and liabilities, shall dispose of all of its remaining assets. These assets shall be transferred to the State University College at Buffalo or to such other campus approved not-for-profit organization or organizations organized and operated exclusively for educational, charitable or scientific purposes as shall at the time qualify, as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue

Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Pursuant to the following provisions, the Board of Directors shall determine which organization or organizations are best qualified and competent to promote the purposes of State University College at Buffalo and the educational activities of its faculty and students.

- b) Within forty five days (45) days of the duly authorized dissolution of the corporation, the Board shall be provided with an accounting of the remaining assets on hand after payment of all obligations. Upon the receipt of the accounting, the Board shall compile a proposed list of organizations to receive the remaining assets and the amount or percentage proposed to be allocated to such organizations.
- c) The proposed list shall be submitted for consideration at least fifteen (15) days prior to the next board meeting. At that meeting, the Board shall vote on the proposal. A supermajority vote of the entire Board shall be necessary to approve the final distribution of assets.

Section 5. Net Earnings. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, nor shall there be the right to receive or be lawfully entitled to receive any pecuniary profit from the operation thereof to its members, directors, officers, or other private persons, except the Corporation shall be empowered to pay reasonable compensation for services rendered in affecting one or more of such purposes and to make payments and distribution in furtherance of the purposes set forth above.

ARTICLE VIII – Conduct of Meetings

Section 1. Procedure. All meetings of the membership of the Corporation or the Board of Directors shall be conducted according to Roberts Rules of Order.

ARTICLE IX – Amendments

Section 1. Procedures. These By-Laws may be amended only at duly held annual or special meetings of the Corporation by vote, in person or by written proxy to the Secretary. A quorum shall be defined as in Article IV, Section 5. A majority of those eligible to vote shall determine changes in the By-Laws provided that the notice of the purpose of the proposed amendment is given in the notice of the meeting.

Section 2. Charter/By-Laws Changes. If substantial changes (e.g., impacts the mission; adds, significantly changes, or eliminates services; creation of a single member corporation, etc.) are proposed to the charter or By-Laws of the corporation during the term of the agreement, sixty (60) days prior written notice of such proposed change(s) shall be reported to the campus President of State University College at Buffalo and the Vice Chancellor for Finance and Business of the State University of New York. No such change will take effect without the written approval of the campus president and the vice chancellor. Changes to the charter or By-Laws of a less significant nature (e.g., term limits, signature authority, creation of subcommittees, etc.) should be reported to the president and the vice chancellor within thirty (30) days of approval by the corporation's board.