

**BYLAWS
OF
THE COLLEGE OF STATEN ISLAND ASSOCIATION, INC.**

ARTICLE I – NAME AND PURPOSES

Section 1. Name

This corporation shall be known as THE COLLEGE OF STATEN ISLAND ASSOCIATION, INC., hereinafter referred to as the Association.

Section 2. Purposes

a. To promote and cultivate educational and social relations among the students, the faculty, and the staff of the College of Staten Island, hereinafter referred to as the College, an educational unit of the City University of New York, hereinafter referred to as the University.

b. To aid the students, faculty, and staff of the College by assisting them in every way possible in their study, work, living and extra –curricular and curricular activities, and to assist the College financially in its student related operations as conditions and circumstances may require.

c. To receive, maintain and dispose of a fund or funds of real or personal property, and to apply the income and principal thereof, in whole or in part, to the various objectives herein set forth.

d. To acquire, print, publish, manufacture, operate, conduct, engage in, circulate, distribute, deliver and otherwise deal in, and with, any periodicals, magazines, journals, newspapers, circulars, pamphlets, books, music and any other printed matter in connection with any of the above mentioned objects; provided that any such undertaking be pursued not-for-profit but solely as an incident to the foregoing purposes.

e. To purchase or otherwise acquire, hold, sell and otherwise dispose of gifts, personal property, and real property; to lease necessary building or buildings, rooms or portions of buildings, and to assign, or transfer agreements or leases with respect thereto, subject to restrictions and regulations of law, and to purchase or to acquire by grant, gift, bequest or otherwise, and to hold any and all such furniture, fixtures, supplies or other articles and appliances as may be necessary and expedient for its purposes.

f. To sell, mortgage, exchange, lease, convey, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be provided by law.

g. To administer, invest and reinvest its property, and deal with and expend the income and principal of the Association in carrying out its purpose.

h. To borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired and money borrowed.

i. To make such rules, regulations and bylaws, and to hire such staff and employees as may be necessary and advisable to carry out the purposes of the Association.

j. To expend and allocate student activity funds in accordance with the University bylaws.

k. To supervise and review all college student activity fee supported budgets.

l. In general, to exercise such powers as are incidental and conducive to the attainment of the

objects and purposes of the Association, provided that the Association shall not operate for profit; and further provided that no part of the net earnings of the Association shall inure to the benefit of any member thereof.

m. The Association shall operate consistent with the bylaws, policies and regulations of the University, and the policies, regulations of the College.

ARTICLE II – BOARD OF DIRECTORS

Section 1. Number and Composition

The general management of the property, affairs, business, and concerns of the Associations shall be vested in a Board of Directors consisting of thirteen (13) regular voting members, and up to six (6) alternates, selected in accordance with the University bylaws. Each Director shall be at least eighteen (18) years of age.

The composition of the Board of Directors shall be as follows:

- a. The President of the College or his/her designee
- b. Six (6) student members and up to three (3) student alternates

Student membership of the Board of Directors shall be composed of the President of the Student Government plus two upper division and three lower division students, all of whom shall serve as regular student member, and up to three (3) student alternates. All student members (including the alternates) shall possess at least a 2.25 grade point average and shall be elected by and from the student body of the College. If at any time the grade point average of a student serving on the Board falls below 2.25, said student shall be automatically dropped from the Board with the exception of the Student Government President whose eligibility for office shall be governed by the constitution of Student Government.

- c. Two (2) faculty and up to two (2) faculty alternates

Faculty membership on the Board of Directors shall be composed of two (2) members of the College faculty and up to two (2) faculty alternates, each appointed by the President of the College from a panel whose size is twice the number of seats (including alternates) to be filled and consists of faculty members elected by the Faculty Senate.

- d. Two (2) administrators

The administrator membership of the Board of Directors shall be two (2) College administrators and one administrator alternate, each appointed by the College President.

- e. Two (2) Independent Directors

The Board shall include two (2) Independent Directors¹ appointed by the College President.

¹ An independent director is defined as a former employee of the College or the Association, a College alum, a community member, or any other individual, who, pursuant to Section 102 of the Not-for-Profit Corporations Law: (A) has not been within three years of his or her appointment to the governing board of the Association, an employee of the Association, CUNY or the Research Foundation of CUNY; and (B) does not have a relative who is, or has been within three years of the individual's appointment to the governing board, a key employee of the Association, CUNY or the Research Foundation of CUNY; and (C) has not received, and does not have a relative who has received, in any of the three fiscal years prior to the individual's appointment to the governing board, more than \$10,000 in direct compensation from the Association, CUNY or the Research Foundation of CUNY (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by the

Section 2. Term of Office

Members of the Board of Directors shall be elected for a term of one year to coincide with the Corporation's fiscal year but shall each continue in office, if otherwise qualified, until his/her successor shall be duly elected and qualified.

Section 3. Duties

The Board of Directors shall have power to hold meetings at such times and places as it deems advisable, to appoint an executive committee, standing committees and other committees, to employ necessary employees, to authorize proper expenditures and to take such other measures as may be necessary and proper to carry out the purposes of the Association. If an executive committee is appointed by the Board of Directors, such executive committee may act on behalf of the Board of Directors in emergencies and at such times as summer vacations, when it may be impossible to convene the Board of Directors. An executive committee shall have the authority, responsibility, rights and privileges as those vested in it by the Board of Directors when acting on behalf of the Board; however, all actions of an executive committee must be ratified by the Board of Directors at its next meeting.

An executive committee appointed by action of the Board shall have five (5) members, consisting of the President of the College or his/her designee, the President of the Student Government or his/her designee, one (1) student and two (2) administrators or faculty members elected by and from the Board.

The Board of Directors shall keep minutes of its meetings and all actions and send such to all members of the Board no later than ten (10) days after the meeting. A listing of all actions taken by the Board of Directors shall be posted monthly for the entire college community.

Directors and officers shall discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill which ordinarily prudent men and women would exercise under similar circumstances in like positions. In the administration of the powers to make and retain investments pursuant to section 512 of the New York State Not-For-Profit Corporation Law (Investment Authority), to appropriate appreciation pursuant to Section 513 of the New York State Not-For-Profit Corporation Law (Administration of assets received for specific purposes), and to delegate investment management of institutional funds pursuant to section 514 of the New York State Not-For Profit Corporation Law (Delegation of Investment Management), the Board of Directors shall consider among other relevant considerations the long and short term needs of the corporation in carrying out its purposes, its present and anticipated financial requirements, expected total return on its investments, price level trends, and general economic conditions.

In discharging their duties, directors and officers, when acting in good faith, may rely upon financial statements of the corporation represented to them to be correct by the individuals having charge of its books of accounts, or stated in a written report by an independent public or certified accountant or firm of such accountants fairly to reflect the financial conditions of such corporation.

Section 4. Action by the Board

Not-for-Profit Corporations Law); and (D) is not a current employee of or does not have a substantial financial interest in, and does not have relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the Association, CUNY or the Research Foundation of CUNY for property or services in an amount which, in any of the three fiscal years prior to the individual's appointment to the governing board, exceeds the lesser of \$25,000 or 2% of such entity's consolidated gross revenues. For purposes of this definition, "payment" does not include charitable contributions.

- a. Except as otherwise provided in these bylaws, any reference to corporate action to be taken by the Board shall mean such action at a meeting of the Board.
- b. Except as otherwise provided in these bylaws or by law, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.
- c. Each regular Director, including the President, shall be entitled to one vote. Each alternate may attend meetings of the Board, and shall be entitled to one vote on such matters that come before the Board to the extent that the alternate is substituting for an absent member of the same constituency.
- d. Directors shall only vote in person and not by proxy. At the discretion of the President of the Board, any one or more Independent Directors may participate in a meeting by means of electronic video screen communication or similar communications equipment allowing all persons participating in the meeting to see and hear each other at the same time. Participation by such means shall constitute presence in person at a meeting as long as each Director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

Section 5. Quorum

Seven (7) Directors shall constitute a quorum for the transaction of business or of any specified item of business.

Section 6. Meetings

a. Organizational

As soon as practicable and no later than the third week of the fall semester, the President of the College or his/her designee shall convene an organizational meeting of the Board of Directors for the purpose of election of officers, for receiving and ratifying financial reports and for the transaction of other business.

If the day designated for the organizational meeting falls on a legal holiday or on a day when the College is not in session, the meeting shall be held on the next succeeding day that is not a legal holiday, when the College is in session. Written notice of such meeting shall be sent by certified mail, return receipt requested, to each person who, at the time such notice is given, appears to be a person who is a member of the Board of Directors and who will be entitled to vote at such meeting. Said notice shall be sent at least ten (10) days prior to the scheduled meeting. It shall be directed to each member of the Board of Directors of the Association at his/her address as it appears on the records of the Association. Such notices shall state the place, date, time, and purpose of the meeting.

If a quorum is not present at the scheduled time of the meeting, or if an emergency condition exists that makes it inadvisable to conduct the meeting as planned, the meeting shall be rescheduled so that it will take place within a month of the date previously stated.

b. Regular

The time and place for holding regular meetings of the Board of Directors shall be fixed by the Board of Directors.

c. Special

A special meeting may be called at any time by the President of the Association or by any director upon written demand of not less than four (4) members of the Board.

Section 7. Notice of meetings of the Board of Directors

Notice of regular meetings of the Board of Directors shall be sent to all members of the Board using any or all means available. Special meetings of the Board of Directors shall be held upon notice to the Board of Directors using any or all means available. The notice shall set forth the time and place of the meeting and matters for action.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting of the Board of Directors to another time or place shall be given to the directors who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

Section 8. Waiver of advance notice of meetings

Ten (10) days notification for the organizational meeting of the Board or the meeting to amend bylaws may be waived in writing by nine (9) directors; however, all directors must be notified of the time and place of said meeting.

Section 9. Vacancies

a. Vacancies on the Board shall be filled as follows:

i. Student Director

The unexpired term of a student Director shall be filled by one of the student alternates on the Board, as appointed by the President of Student Government. In the absence of an alternate, the remaining student Directors shall fill the vacancy from the members of the student government elected by the student body.

ii. Faculty Directors

The unexpired term of a faculty Director shall be filled by the President of the College from a list of nominees submitted by the Faculty Senate that is twice the size of the number of vacancies to be filled.

iii. Administrators and Independent Directors

The unexpired term of an administrator Director or an Independent Director shall be filled by the President of the College.

b. However, if a vacancy remains unfilled for three months after it occurs, and by reason of the absence, illness, or other inability of one or more of the remaining Directors and a quorum of the Board cannot be obtained, a majority of the remaining Directors may appoint a Director from the relevant constituent group to fill the vacancy. A Director elected or appointed to fill a vacancy will hold office until his or her successor is elected or appointed and qualified.

Section 10. Reports

Pursuant to the University bylaws, the Board of Directors of the Association shall be responsible for the disclosure of all financial information to the student body, to the College and to the Student Government with respect to all of its activities. Each semester a written financial statement shall be presented which shall include, but which shall not be limited to, the source of all fee income by constituency, income from other sources creditable to student activity fee accounts, disbursements,

transfers, past revenues, surplus accounts, contingency and stabilization funds. Certified independent audits performed by a public auditing firm shall be conducted at least once each year.

The Board of Directors of the Association shall also comply with the requirements of section 519, or any successor provision of the New York State Not-For-Profit Corporation Law relating to the annual report of directors.

Section 11. Indemnification

In accordance with the provisions of section 723, and any successor provisions of the New York State Not-For-Profit-Corporation Law, the Association shall indemnify any officer and/or director made, or threatened to be made, a party to an action or proceeding, with the exceptions provided by section 723 or any successor provisions of the Laws of New York, against judgements, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer acted in good faith for a purpose which s/he reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Association and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his/her conduct was unlawful.

Section 12. Insurance

In accordance with section 726 and any successor provisions of the New York State Not-For-Profit Corporation Law, the Association may secure and maintain insurance for, but not limited, to the following purposes:

- a. To indemnify the Association for any obligation which it incurs as a result of the indemnification of directors and officers under the provisions of the New York State Not-For-Profit Corporation Law; and
- b. To indemnify directors and officers in instances in which they may be indemnified by the Association under the provisions of the New York State Not-For Profit Corporation Law; and
- c. To indemnify directors and officers in instances in which they may not otherwise be indemnified by the Association under the New York State Not-For-Profit Corporation Law provided, that the contract of insurance covering such directors and officers provides, in a manner acceptable to the Superintendent of Insurance, for a retention amount and for co-insurance.

The limits, retention amounts, and co-insurance provisions of such insurance coverage shall be determined by the Board of Directors, subject to such restrictions as may be imposed by the New York Superintendent of Insurance.

At the organizational meeting of the Board of Directors, a statement shall be distributed in respect to any insurance it has purchased or renewed, specifying the insurance carrier, date of the contract, cost of the insurance, corporate positions insured, and a statement explaining all sums, not previously reported, paid under any indemnification insurance contract.

Section 13. Recall

The Board may consider the removal of any member who has missed three (3) consecutive meetings or eight (8) meetings during their term of office. Such recall shall be imposed by the affirmative vote of a majority of the full membership of the Board with the exception of the vote of the person proposed for recall. The day after the person has missed three (3) consecutive meetings or eight (8) meetings, the President of the Association shall send a notice of the intent to consider recall to the person in question by registered mail to his/her last recorded address. Such member shall be given the opportunity to present a defense at the time and place mentioned in said notice. The vacancy thereby created shall be filled in accordance with Section II of Article II (Vacancies) of these bylaws.

ARTICLE III – OFFICERS OF THE BOARD OF DIRECTORS OF THE ASSOCIATION

Section 1. President

The President of the College or his/her designee shall be President of the Association. The President shall be the chief executive officer of the Association and shall preside as Chairperson of all meetings of the Board of Directors. He/she shall sign and execute, in the name and on behalf of the Association, documents required to be executed by the Association and shall perform such other duties as requested by the Board of Directors or are generally incidental to the office.

Section 2. Vice-President

The Board of Directors shall elect one of the members of the Board as Vice-President of the Association. He/she shall perform the duties of the office of President in case of the death, absence or inability of the President to act. He/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 Association. He/she shall be the business and fiscal officer of the Association. He/she shall perform such other duties as requested by the President or Board of Directors.

Section 4. Secretary

The Board of Directors shall elect one of the members of the Board as Secretary of the Association. He/she shall be responsible for the minutes of all meetings of the Association and Board of Directors. He/she shall keep the Seal and official records of the Association and shall, when necessary attest to the official acts of the President, Board of Directors, and the Association. The Secretary shall preside at all meetings when the President and Vice-President are absent; and shall perform such other duties as requested by the President or Board of Directors.

Section 5. Term of Office

The officers of the Board of Directors shall be elected for a term of one year but shall each continue in office, if otherwise qualified, until his/her successor shall be duly elected and qualified.

Section 6. Vacancies

Vacancies in the offices of the Board shall be filled by and from the Board of Directors.

ARTICLE IV - EMPLOYEES

Section 1. Terms of Appointment

The Board of Directors, on behalf of the Association, shall employ such full and part-time employees as it deems necessary to handle its ongoing business affairs.

Section 2. Executive Director

The Board of Directors shall select an Executive Director who is not a member of the Association. He/she shall take and record minutes of all meetings of the Board of Directors, as well as typewrite and mail notices, letters and other correspondence incidental to the business of the Association. Whenever a person is elected or appointed to one of the positions specified in Section 1 of Article II herein, the Executive Director shall immediately notify such person, in writing. The Executive Director shall send

out notices of all meetings requiring written notification and perform other duties as assigned by the Board of Directors.

ARTICLE V – COMMITTEES

Section 1. Audit Committee

The Board shall have an Audit Committee, which shall consist of the two Independent Directors and one student Director elected by the Board, who also meets the definition of Independent Director. The Audit Committee shall oversee the accounting and financial reporting processes of the Association and the audit of the Association's financial statements. The Audit Committee's responsibilities shall include the following:

- annually select or renew the selection of an independent auditor to conduct an audit, subject to the approval of The City University of New York;
- review with the independent auditor the scope and planning of the audit prior to the audit's commencement;
- upon completion of the audit, review and discuss with the independent auditor: (A) any material risks and weaknesses in the internal controls identified by the auditors; (B) any restrictions on the scope of the auditor's activities or access to requested information; (C) any significant disagreements between the auditor and management; and (D) the adequacy of the Association's accounting and financial reporting processes;
- annually consider the performance and independence of the independent auditor;
- oversee the adoption, implementation of, and compliance with the Association's conflict of interest policy; and
- report on the committee's activities to the Board.

ARTICLE VI – BUDGETARY PROCESS

Section 1. Budget Committee

a. Composition

The Budget Committee shall consist of the following eleven (11) members of the Board of Directors: six (6) students, three (3) administrators appointed by the College President, and two (2) faculty appointed by the College President. The Budget Committee shall select its chairperson from among its members.

b. Powers

The Budget Committee is the allocating body of The College of Staten Island Association for all student activity fee funds except where a component of the student activity fee is earmarked by the Board of Trustees to be allocated by a body other than the Association. A budget adopted by such Board of Trustees designated allocating body is subject to review by the College of Staten Island Association for conformance with the expenditure categories set forth in the University bylaws, and as to whether any items are inappropriate, improper, or inequitable.

Section 2. Budget Priorities

The Budget Committee shall allocate and appropriate funds in accordance with the following priorities:

- a. Items and/or expenditures mandated by The City University where amounts are specified.
- b. Items and/or expenditures authorized by The City University and/or the Association and/or student referenda.
- c. Items authorized by the Association in a yearly budget.

Section 3. Duties of Budget Committee

The Budget Committee shall conform to the policies and procedures established by the University for the control and accountability of student activity fees.

The Association Budget Committee and Board of Trustees designated allocating bodies may establish advisory committees.

Section 4. Financial Ability

The Budget Committee must have before it adequate proof that sufficient funds are available to defray the cost of each action it approves or authorizes and must, at the same time, indicate the source and amount of funds to be used to sustain said action or authorization.

ARTICLE VII – ASSETS AND FUNDS

Section 1. Ownership

No director, officer or employee of the Association shall have any right, title, or interest in any of the assets and funds of the Association; all assets and funds of the Association shall be owned exclusively by the Association.

Section 2. Disposition

All funds of the Association shall be deposited in an account or accounts in the name of the Association in a bank or banks designated by the Board and shall be used solely to pay the proper expenses of the Association. Funds shall be withdrawn from such bank account or accounts only upon written authorization and signature of such Board members as the Board of Directors shall designate by resolution, one of whom shall be a student and one administrator or faculty member. Any funds or other assets of the Association which, in the judgement of the Board, shall not immediately be required to effect the purposes of the Association, may be invested, and/or reinvested in such securities, real estate, or other investments as in the judgement of the Board of Directors is sound and proper. All funds for the support of student activities are to be disbursed only in accordance with approved budgets and be based on written documentation. A request for disbursement of funds must contain two signatures, one, the signature of a person with responsibility for the program, the other, the signature of an approved representative of the allocating body.

Section 3. Revenues

All revenues generated by student activities funded through student activity fees shall be placed in a college central depository subject to the control of the allocating body. The application of such revenues to the account of the income generating organization shall require authorization of the allocating body.

Section 4. Dissolution

In case of dissolution of the Association, the assets remaining after payment of its just debts and obligations shall be transferred to the City University of New York or to another non-profit organization or organizations, in accordance with the Certificate of Incorporation.

ARTICLE VIII - AMENDMENTS

These bylaws may be amended only at a meeting of the Board by vote, in person of three-quarters (3/4) of the full membership of the Board of Directors of the Association provided that the proposed amendment has been fully stated in the notice of the meeting, given ten (10) days in advance. These bylaws shall conform with the Certificate of Incorporation of The College of Staten Island Association, Inc., as well as with the laws of the City, State, and Nation, and the bylaws and resolutions of the Board of Trustees, and the policies, regulations, and orders of the College. All amendments must be approved by the President and by the Board of Trustees of the City University.

ARTICLE IX – RULES OF ORDER

The presiding officer shall be responsible for interpreting and enforcing all the provisions of these bylaws. He/she may be overruled in his/her interpretation by a three-quarter (3/4) vote of the membership. Questions and Rules of Order not specifically provided for in these bylaws shall be governed by *Robert's Rules of Order*, the latest edition.