

BYLAWS
OF
THE QUEENS COLLEGE ASSOCIATION

ARTICLE I.
NAME AND PURPOSE

SECTION 1. NAME

This Association shall be known as The Queens College Association, hereinafter referred to as "Association."

SECTION 2. PURPOSES

- (a) To promote, cultivate and fund programs for the student body of Queens College, hereinafter referred to as "College," an educational unit of The City University of New York, hereinafter referred to as "University," which are of an educational, social, cultural or recreational nature and for expenses incident to the administration of these programs.
- (b) To supervise and review all Student Activity Fee, hereinafter referred to as "Fee," supported budgets, except for that portion of the Fee under the control of the Queens College Student Services Corporation, for compliance with established Association, College and University policies.
- (c) To make such rules and regulations, and to hire such staff as may be necessary and advisable to carry out the purposes of the Association.
- (d) To exercise such powers as are incidental and conducive to the attainment of the objectives and purposes of the Association, provided that the Association shall not operate for profit; and further provided that no part of net earnings of the Association shall inure to the benefit of any member thereof.
- (e) The Association shall operate consistent with the Bylaws, policies and regulations of The University, and the policies, regulations and orders of The College.

ARTICLE II.

THE BOARD OF DIRECTORS

SECTION 1. RESPONSIBILITIES

General management of the property, affairs, business and concerns of the Association shall be vested in the Board of Directors, hereinafter referred to as the "Board."

SECTION 2. ORGANIZATION & FUNCTIONS

The Queens College Association Board shall have responsibility for the oversight, supervision and review of the Fee collected by the College, and manage the properties, affairs and concerns of the Association subject to the Bylaws and policies of the University.

SECTION 3. DUTIES

The Board 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. The Board shall keep minutes of its meetings and all actions.

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 discharging their duties, directors and officers, when acting in good faith, may rely upon financial statements of the Association 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 to fairly reflect the financial conditions of such Association.

SECTION 4. MEMBERSHIP

The Board shall be composed of thirteen (13) voting members hereinafter referred to as "Directors," in accordance with University Bylaws as follows:

1. The College President or designee.
2. The student government President and the Vice President of the Student Association, as well as the four chairs of the student senate that are nominated by the President, and are subject to the approval, advice and consent of the student senate.
If the senate does not consent then a student nominated by the President and approved by the Student Senate.

3. Three (3) administrators appointed by the College President.
4. Three (3) members of the Queens College full-time Faculty appointed by the College President from a panel of six (6) Faculty elected annually by the Academic Senate. In the event the Academic Senate does not elect a full panel, the President shall appoint three (3) faculty members to serve until a full panel has been elected by the Academic Senate.

SECTION 5. QUALIFICATIONS

Only persons who have attained the age of majority shall be eligible to be a Director. Student members must maintain good academic standing as defined by the Academic Senate.

SECTION 6. TERMINATION OF MEMBERSHIP

- (a) Any Director who ceases to occupy the position which qualified that Director to be elected or appointed pursuant to section 4 of this Article shall cease to be a Director.
- (b) A member of the Faculty or Administration who has received a notice of non-reappointment shall not be eligible to serve as a Director effective the date of notification.
- (c) The President may at any time remove a Director whom he/she has appointed.
- (d) Any Director may withdraw from the Board by presenting to the Secretary of the Board a written resignation. Such resignation shall be effective upon receipt by the Secretary of the Board.

SECTION 7. EFFECT OF TERMINATION OR SUSPENSION

The rights of any person as a Director including the right to vote, shall cease immediately upon termination or upon employee or student disciplinary suspension for the period of suspension.

SECTION 8. VOTING RIGHTS

Each Director shall have the right to one vote. Abstentions and absences shall not be counted as negative votes.

SECTION 9. COMPENSATION

No Director shall receive any compensation from the Association for services performed in his/her

official capacity.

SECTION 10. REPORTS

Pursuant to the University Bylaws and policies, the Board shall be responsible for the full disclosure of all financial information. Certified independent audits performed by a public auditing firm shall be conducted at least once a year.

SECTION 11. INSURANCE

The Association will secure and maintain the necessary insurance in order to provide indemnification and to hold harmless each of its Officers and Directors against all costs and expenses reasonably incurred by or imposed upon him/her in connection with, or resulting from, any action, suit or proceeding to which he/she may be made a party by reason of his/her service as an Officer or Director of the Association, provided that any such Officer or Director acted in good faith and within the scope of his/her duties as set forth in these Bylaws.

The Association will secure and maintain insurance in order to carry out the purposes of the Association as set forth in Section 2 of these Bylaws.

SECTION 12. TERM OF OFFICE

Except as otherwise provided for in these Bylaws, the term of office of the Directors shall be June 1 to May 31.

In the event that a person is not elected or designated to fill a position on the Board the incumbent in that category will continue to serve until a replacement is properly elected or, appointed if the incumbent satisfies the requirements of the category.

SECTION 13. ACTION BY THE BOARD

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 - (a) Except as otherwise provided for in these Bylaws, any reference to action to be taken by the Board shall mean such action at a meeting of the Board.
 - (b) Except as otherwise provided for in these Bylaws, 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) Except as otherwise provided for in these Bylaws, directors shall only vote in person.
 - (d) No portion of these Bylaws shall be construed as to allow for the use of proxies.

**ARTICLE III.
MEETINGS OF THE BOARD OF DIRECTORS**

SECTION 1. ANNUAL MEETING

An annual meeting of the Board shall be held no later than the third Thursday of October of each year, for the purpose of receiving the annual reports and for the transaction of such business as may properly come before such meeting. Written notice of such meeting shall be sent by mail to each person who, at the time such notice is given, is entitled to vote as a Director at such meeting. Said notice shall be sent at least ten (10) calendar days prior to the scheduled meeting. It shall be directed to each Director at the address as it appears on the records of the Association. Such notice shall state the place, date and time 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 presiding officer shall reschedule the meeting so that it will take place within a month of the date previously stated.

SECTION 2. REGULAR MEETINGS

The time and place for holding regular meetings of the Board shall be fixed by the Board. Written notice of such meeting shall be sent by mail to each person who, at the time such notice is given, is entitled to vote as a Director at such meeting. Said notice shall be sent at least ten (10) calendar days prior to the scheduled meeting. It shall be directed to each Director at the address as it appears on the records of the Association. Such notices shall state the place, date, and time of the meeting.

SECTION 3. SPECIAL MEETINGS

A special meeting may be called at any time by the President of the Association. A special meeting may also be called by any Director upon written demand of not less than a majority of the Board. Special meetings of the Board shall be held upon twenty-four (24) hour notice to all members of the Board. Said notice shall be given personally or by electronic communication device.

SECTION 4. ACTION OF THE BOARD WITHOUT A MEETING

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members

of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

SECTION 5. QUORUM

The presence of seven (7) Directors shall constitute a quorum for the transaction of any business at any meeting. If a quorum is not present, the presiding officer may adjourn the meeting to a time fixed by him/her and written notice of such convened time shall be given to all Directors.

ARTICLE IV. OFFICERS OF THE ASSOCIATION

SECTION 1. PRESIDENT

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

SECTION 2. VICE PRESIDENT

The Board shall elect one of its members as Vice President of the Association. He/she shall perform the duties of the Office of the President in the absence of the President. He/she shall perform such other duties as requested by the President or the Board.

SECTION 3. SECRETARY

The Board shall elect one of its members as Secretary of the Association. 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, and the Association. Whenever a person is elected or appointed to the membership on the Board, the Secretary shall immediately notify such person, in writing of his/her membership in the Association. The Secretary shall be responsible for ensuring communication of all official acts of the Association and, the Board, to all concerned; shall cause to be sent out notices and minutes of all meetings; 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.

SECTION 4. TREASURER

The Treasurer shall be one of the administrators on the Board and shall be appointed by the President of Queens College. 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.

SECTION 5. TERM OF OFFICE

The officers of the Board shall serve for a term of one year and shall continue in office, if otherwise qualified until their successor has been duly elected and qualified. All elected officers shall be elected at the first meeting of the Board in June.

SECTION 6. COMPENSATION

No officer shall receive any compensation from the Association for services performed in his/her official capacity.

SECTION 7. VACANCIES

A vacancy in any elected office shall be filled by the Board for the unexpired term in such manner as provided above for the election to such office.

ARTICLE V. THE EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION

The officers of the Association shall constitute the Executive Committee, and such additional Board members, elected by the Board, to comprise a committee which has one fewer student than the number of faculty and administrators.

SECTION 2. DUTIES AND RESPONSIBILITIES

The Executive Committee may act on behalf of the Board in emergencies and at such times as summer vacations, if it becomes impossible to convene the Board.

The Executive Committee shall have all the authority, responsibility, rights and privileges as those vested in the Board when acting on behalf of the Board. However, all actions must be reported to the Board at its next meeting.

ARTICLE VI.

STANDING COMMITTEES

SECTION 1. BUDGET COMMITTEE

- (a) **Duties** - The Budget Committee is the allocating body of the Association for all student activity fee funds except where a component of the student activity fee is earmarked by the University to be allocated by a body other than the Association. A budget adopted by another allocating body is subject to review by the Board for conformance with the expenditure categories set forth in the University Bylaws (Section 16.2) and the Board shall disapprove any allocation or expenditure it finds does not so conform, or is inappropriate, improper or inequitable. The provisions of this paragraph do not apply to the Student Union fee which is administered by the Queens College Student Services Corporation.
- (b) **Composition** – The Budget Committee shall be composed of five (5) members of the Board, elected by the Board, as follows:
 - President and Vice President of Student Association
 - The non-traditional chair of the Student Senate
 - Two (2) faculty/administrators
- (c) **Chair** – The Chair of the Budget committee shall be elected by the committee from among the Committee members.

SECTION 2. EQUIPMENT COMMITTEE

- (a) **Duties** – The Equipment Committee shall be responsible for advising the Board on all purchases by the College Association and its funded student organizations involving equipment valued in excess of \$100.00.
- (b) **Composition** - The Equipment Committee shall be composed of five (5) members of the Queens College community, one of which must be a member of the Queens College community, one of which must be a member of the Board, elected by the Board as follows:
 - Three (3) students representing the Student Association
 - Two (2) faculty/ administrators
- (c) **Chair** – The Chair of the Equipment Committee shall be elected by the Committee from among those members of the Committee who are also Board members.

SECTION 3. TERM OF OFFICE

The term of office shall be for one year – June 1 through May 31.

SECTION 4. VACANCIES

The Board shall fill any vacancies that may occur from the constituency in which the vacancy occurred.

ARTICLE VII. ASSETS AND FUNDS

SECTION 1. FISCAL YEAR

The Fiscal Year shall be July 1 through June 30.

SECTION 2. 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 3. DISPOSITION

All funds of the Association shall be deposited in account(s) in the name of the Association in bank(s) 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(s) only upon written authorization and signature of such person(s) as the President of the College shall designate.

SECTION 4. EXAMINATION AND AUDITS

All books, records, and accounts of the Association shall be subject to examination and audit by the Comptroller of the State of New York, the Central Office of the University, the Treasurer of the Association, the Board or the College. The books and records of the Association will be made available to independent CPA auditors as decided upon by the Board. Such inspection shall be subject to written notice provided at least three (3) working days in advance.

SECTION 5. DISSOLUTION

In case of dissolution of the Association, the assets remaining after payment of its just debts and obligations shall be transferred to the College.

ARTICLE VIII.

AMENDMENTS

SECTION 1. PROCEDURE

These Bylaws may be amended only at a duly held annual or regular meeting of the Board by an affirmative vote, in person of nine (9) members of the Board, provided that the proposed amendment has been fully stated in the notice of the meeting, given at least ten (10) days in advance. These Bylaws shall conform with the laws of the City and State of New York, and the Bylaws and regulations of the University, and the policies and regulations of the College. All amendments must be approved by the President of the College and by the Board of Trustees of the University. The effective date of amendments to these Bylaws shall be as stated by the Board of Trustees of the University.

ARTICLE IX. RULES OF ORDER

SECTION 1. RULES OF ORDER

Questions of Rules of Order not specifically provided for in these Bylaws shall be governed by Robert's Rules of Order, latest edition.

Revised August 31, 2004

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