

## BY-LAWS

Of the

FACULTY STUDENT ASSOCIATION  
OF  
HUDSON VALLEY COMMUNITY COLLEGE, INC.

## ARTICLE I – NAME AND PURPOSES

## Section 1. Name

This corporation shall be known as the Faculty Student Association of Hudson Valley Community College, Inc., (“Association”) organized under the ~~Not~~ Profit Corporation Law of New York State.

## Section 2. Purposes

4. Designee of the President of the College, who shall be the Treasurer of the Board of Directors
5. Faculty Representative elected by the Board of Directors upon recommendation of the employee organization representing the faculty for a two (2) year term

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## Section 2. Duties

The Board of Directors shall have the power to hold meetings at such times and places as deemed advisable, to appoint committees, to authorize proper expenditures and to take such other measures as may be necessary and proper to carry out the purposes of the Association.

## Section 3. Meetings

### A. Procedure

All meeting of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, newly revised, unless otherwise noted in the Bylaws. The secretary to the Board of Directors shall serve as the Parliamentarian and shall rule on all questions of procedure.

### B. Annual Meeting

1. There shall be an annual meeting of the Board of Directors to organize for the upcoming year by:
  - a. Electing officers of the Board of Directors.
  - b. Receiving annual reports of officers, directors, and committees.
  - c. Organizing committees.
  - d. Establishing the schedule of monthly meetings.
  - e. Transacting other business having to do with the organization of the Association and/or the Board of Directors.
2. The annual meeting of the Board of Directors will occur in September immediately prior to the regularly scheduled meeting of that month.
3. Written notice of such meetings, signed by an officer or Secretary to the Board of Directors, shall be given personally or mailed to each person who, at the time such notice given, appears to be a person who will be entitled to vote as a member at such meeting. When such notice is mailed, it shall be directed to such person at his/her address as it appears on the records of the Association. Such notice shall be served personally or mailed not less than ten (10) or more than thirty (30) days before the meeting and shall state the place, date and time of the annual meeting. The President of the Board of Directors shall have the authority to cancel and/or reschedule meetings as necessary.

### C. Regular Meetings

Regular meetings of the Board of Directors will be held monthly, September through June, in accordance with the schedule established by the Board of Directors for that purpose. Such meeting schedule shall be transmitted to the Board of Trustees. ~~Agenda~~ regular meetings will be prepared by the Secretary to the Board of Directors based on materials received from the Board Members and distributed personally, or by mail to Board Members not more than ten (10) or less than five (5) days before each ~~meeting~~.

### D. Special Meetings

Special meetings of the Board of Directors shall be called by written request of three (3) members of the Board of Directors or the President of the Board of Directors at any time, at their discretion. Three (3) days advance ~~not~~ for a special meeting shall be given personally, telephonically, or by email.

### E. Quorum

1. The presence of six (6) Board Members shall constitute a quorum for the transaction of any business.
2. If a quorum is not present, the presiding officer may adjourn ~~the~~ meeting to a time fixed by ~~him~~/her. Written notice of the rescheduled meeting shall be given to all Board Members by the Secretary to the Board of 3)ll bd6ertellll llal(e)6(r)5(.)-6(oa)6(III(e

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resume his/her duties or as specified in Article III, Section 1. He/she shall perform such other duties as requested by the President and the Board of Directors.

### Section 3. Treasurer

The Designee of the President of the College shall be the Treasurer of the Board of Directors of the Association. He/she shall perform the duties of the office of President in case of the death, absence, resignation, retirement or inability of the President and Vice President to act. The Board of Directors may require the Treasurer to furnish such bond or security as it directs, for the faithful performance of his/her duties. He/she shall perform such other duties as requested by the President or Board of Directors.

### Section 4. Executive Director

The Executive Director, who shall not be a member of the Board of Directors, shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors. The Executive Director shall be responsible for the operation of the Association in accordance with policies that may be adopted by the Board of Directors and/or its committees. The Executive Director shall receive notice of and attend all meetings of the Board of Directors and its committees, if any, supervise the affairs of the Association, and ensure that all funds are collected and expended in an appropriate manner. The Executive Director shall maintain at least three (3) separate bank accounts, one of which shall be only for the deposit of the Athletic Fee collected by the College, and one of which shall be only for the Student Activity Fee collected by the College, to be used in accordance with the Constitution and By

official acts of the President and the Board of Directors. The Secretary shall perform such other duties as requested by the President or the Board of Directors.

#### Section 6. Vacancies

There shall be no limit to the number of terms that a person may serve as a Director. A vacancy on the Board shall be filled for the unexpired term of the person who left the Board, in the same manner as the original appointment was made by the appointing authority responsible for such appointment, with the exception of the position of Student at Large, whose vacancy shall be appointed by the Vice President for Student Affairs

### ARTICLE IV – EMPLOYEES

#### Section 1.

The Board of Directors shall be empowered to employ those persons necessary to accomplish the purposes of the Association. The creation of positions not currently funded in the budget shall require the approval of the Board of Directors prior to the initiation of a search process for that position. The Board of Directors shall approve the search process for the procurement of new employees. Such process and related materials shall be as approved by the Board of Directors. The titles, salaries, and fringe benefits for employees of the Association shall be documented in the annual budget.

### ARTICLE V – ASSETS AND FUNDS

#### Section 1. Ownership

No Board Member, 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. r</MCID12 >>-12(.)] 14-2(he)4( A)2(s)-1(s)-1(oc)(i)-4 (



may be invested, reinvested and administered by the Board of Directors in such securities, real estate or other investments as in the judgement of the Board of Directors is sound and proper. The Executive Director of the Association shall be empowered to make such short term investments, which in his/her judgement, are necessary or advantageous to the fiscal situation of the Association. Such investments shall be in accordance with the Investment Policy adopted by the Board of Directors.

### Section 3. Examination and Audit

All books, records and accounts of the Association shall be subject to examination and audit by the College, its independent auditor, and such other persons as are required by law.

The Association shall be required to have an annual audit, the report of which shall be approved by the Board of Directors at a regularly scheduled meeting not more than six months following the end of the fiscal year. The Board of Directors shall appoint an Audit and Finance committee whose responsibilities shall include the approval of the external audit firm.

### 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 Hudson Valley Community College or, if the College is no longer in existence, to such other nonprofit organization or organizations as in the judgment of the Board of Directors is best qualified and competent to promote the purposes of the College and the educational activities of its faculty, staff and students.

## ARTICLE VI – COMMITTEES AND STUDENT SENATE

### Section 1. General

The Board of Directors may have standing or ad hoc committees. Standing committees shall be established by amendment of the Bylaws. Ad hoc committees may be established and its members appointed by the President. The President shall be an ex officio member of all committees and may attend all meetings and conferences of the committees. Only members of the Board of Directors may be voting members of any committee. The committee may act in place of the Board unless specifically provided in these Bylaws.

### Section 2. Meetings

Meetings of committees shall be held at such time and place and for the purposes designated by either the Chair of the committee or the President. Notice of the time and place for a committee meeting shall be given to each member not less than two days prior to the meeting,

and a majority of the members of the committee shall constitute a quorum for the receipt of information or the conduct of business. Committees shall submit such reports and recommendations to the Board as appropriate.

### Section 3. Standing Committees

**Audit and Finance Committee.** There shall be an Audit and Finance Committee consisting of five (5) members appointed by the President. The Audit and Finance Committee shall make recommendations to the Board of Directors regarding fiscal policies of the Association; receive, review, recommend budgets and special projects funding requests; recommend investment policies and policies to govern the receipt, security, accounting and expending of the funds by the Association; recommend the independent public accountants to be retained by the Board; review the annual financial statements including any adjustments recommended by the independent public accountants and any significant issues that arise in connection with the preparation of those statements; review internal controls and procedures and management responses to comments; meet at least twice annually with the independent public accountants to discuss issues arising from responsibilities, including the status of prior year management recommendations, difficulties encountered in the audit and restrictions on the scope or access, the clarity of financial statements and disclosures, and other matters relating to audit standards including changes in standards and procedures and the independence of the accountants, and any other matters deemed appropriate.

### Section 4. Special Projects Funding

Special Projects funding requested by an individual, club, group or unit for a specific project or event, may only be approved twice within a five-year period. Special Projects funding is limited to a specific amount as determined by the Board of Directors. Amounts awarded in excess of this amount may be considered for award in instances deemed worthy by the Board of Directors.

### Section 5. Student Senate

#### A. General

The Association recognizes the Student Senate as the representative of the students of the College, and delegates to the Student Senate the authority to approve expenditures of the Student Activity Fee in accordance with its Constitution and Bylaws.

B. The Student Senate shall be organized and operate in accordance with its Constitution and Bylaws as approved by the Board of Directors and the Board of Trustees of the College.

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## ARTICLE VIII – C COMMUNICATIONS

### Section 1. Meetings

All meetings of the Board of Directors shall be open to the public except when the Board

