

**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-for-Profit Corporation Law of New York State.

Section 2.     Purposes

The purposes of the Association are educational within the meaning of Section 501(c)(3) of the Internal Revenue Code and its regulations, and within this 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, faculty and staff of Hudson Valley Community College (“College”) and to aid the students, faculty, staff and the administration of the College in the furtherance of their education and studies, work, living, and cocurricular activities incidental thereto, in collaboration and coordination with the educational goals of the College.

**ARTICLE II – BOARD OF DIRECTORS**

Section 1.     Members of the Board of Directors

The property, affairs, business and concerns of the Association shall be vested in a Board of Directors (“Board Members”) consisting of ten (10) members, who occupy the following position on the Board of Trustees of the College (“Board of Trustees”), faculty, administration, and student body for the period set forth below.

1. Member, Board of Trustees, who shall be designated by the Board of Trustees for a two (2) year term
2. Member, Board of Trustees, who shall be designated by the Board of Trustees for a two (2) year term
3. Vice President for Student Affairs

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
6. Faculty Representative elected by the Board of Directors upon recommendation of the employee organization representing the faculty for a two (2) year term
7. Student Senate Executive Board member appointed by the President of the Board of Directors, for a one (1) year term
8. Student Senate Executive Board member appointed by the President of the Board of Directors, for a one (1) year term
9. Student-at-large Representative, for a one (1) year term
10. Representative, Non-Teaching Professionals, elected by the Board of Directors, upon recommendation of the employee organization representing non-teaching professionals for a two (2) year term

The Chair of the Board of Trustees shall be an ex officio director and shall have no vote. Board Members shall hold their positions for the terms set forth above. Board Members may serve any number of successive terms. Board Members who are directors as a result of their holding a position in the College such as the Vice President for Student Affairs, Student Senate Executive Board members, shall only hold their positions as Board Members for as long as they hold their positions described above. Student Senate Executive Board Members must be registered, fully paid, full-time matriculated students of Hudson Valley Community College, attending classes as of the first week of instruction in the spring and fall semesters and must maintain and successfully complete a full-time course load in both the spring and fall semesters, must maintain a 2.5 grade point average including mid-term grades and continue to meet all Student Senate eligibility requirements of their offices throughout the term of their offices. The Student-at-large representative must be a registered, fully paid, full or part-time student of Hudson Valley Community College, attending classes as of the first week of instruction in the spring and fall semesters and continue to meet all Student Senate eligibility requirements of his/her office throughout the term of his/her office. Should the position of Student-at-large become vacant, the Vice President of Student Affairs shall appoint a replacement. Board Members designated by the Board of Trustees may only be removed by the Board of Trustees. The Board Members who are the Vice President for Student Affairs, or Designee of the President may be removed by the President of the College. Faculty Non-Teaching Professional and student representatives may be removed with or without cause by the Board of Directors. Any member may be removed for failure to adhere to attendance requirements as stated in Article II, Section 3, Paragraph H. Any member who has been removed from the Board of Directors may not be reappointed.

## 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 meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order, newly revised, unless otherwise noted in these By-laws. 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 or the Executive Director 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 for such 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, the President of the Board of Directors, or the Executive Director at any time, at their discretion. Three (3) days advance notice for a special meeting shall be given personally, telephonically, or by email.

### E. Attendance

Any one or more members of the Board who is not physically present at a meeting may participate by means of a conference telephone or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting as long as all persons participating in the meeting can hear each other at the same time and 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.

### F. 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 Directors at least three (3) days prior to the date of the rescheduled meeting. Notice of such meeting shall be given personally, telephonically or by email.

### G. Voting

1. Each Board Member shall have one (1) vote on all items of business.

2. A majority vote of the full Board of Directors is required for the transaction of any and all business.
3. The affirmative vote of six (6) voting members of the Board shall decide any issue.

#### H. Order of Business

The order of business at all meetings of the Board of Directors shall be as follows:

1. Approval of the minutes of the last meeting.
2. Reports of committees, if any.
3. Unfinished business, if any.
4. New business.
5. Report of the Executive Director.
6. Programmatic presentation, if any.
7. Information items, if any.
  - a. Financial reports
  - b. Other

The President may at any meeting, alter the order of business or ask for a revised agenda under New Business. The Board of Directors shall consider all inter-fund budget transfers under New Business.

#### I. Attendance

Any member who is absent for three (3) consecutive meetings, without excuse determined adequate in the opinion of the Board of Directors, shall be notified that his/her membership may be forfeited, or in the case of Board Members who hold their position because they hold a position in the College, the President of the College shall be notified of the absence. Should the absences continue for another month following this notice, the Board shall notify the member that his/her membership on the Board of Directors is forfeited. The Board of Directors at this time shall take action to replace the member.

#### Section 4. Compensation

No Board Member shall receive any compensation from the Association for services performed in his/her official capacity, but Board Members shall be reimbursed for reasonable expenses incurred in the performance of official duties.

## Section 5. Annual Report of Directors

The Board of Directors shall present at its annual meeting a report, verified by the President and Treasurer or by a majority of the Board Members, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board of Directors, showing in appropriate detail the following:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of a twelve month fiscal period terminating not more than six months prior to said meeting.
2. The principal changes in assets and liabilities, including trust funds, during said fiscal period.
3. The revenue or receipts of the corporation both unrestricted and restricted to particular purposes during said fiscal period.
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during said fiscal period.

The annual report of the Board of Directors shall be filed with the records of the Association and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board of Directors.

## Section 6. Liability

As provided in Not-for-Profit Corporation Law Section 517 (a), in the absence of fraud or bad faith, Board Members shall not be personally liable for the debts, obligations, or liabilities of the Association. Board members shall be defended and indemnified in their official acts on behalf of the Association. The Association shall maintain Directors and Officers liability coverage in an amount as approved by the Board.

# ARTICLE III – OFFICERS

## Section 1. President

By virtue of his/her job description, the Vice President of Student Affairs shall serve as the President of the Board of Directors. If the position of Vice President for Student Affairs is appointed on an interim basis, the President of the College may appoint the President of the Board of Directors until a permanent Vice President for Student Affairs is appointed. The President shall continue in office as long as he/she holds the position described above. The President shall preside at all meetings of the Board of Directors. He/she shall sign and execute, in the name and on behalf of the Association, all documents required to be executed by the Association and shall perform

such other duties as requested by the Board of Directors or as are reasonably incidental to his/her office. The President shall have the authority to delegate the aforementioned signature power as he/she deems appropriate.

## Section 2. Vice President

The Board of Directors shall elect one of the members of the Board as Vice President of the Board of Directors of the Association. The Vice President shall be elected for a term of one year but shall continue in office, if otherwise qualified, until his/her successor shall be duly elected and qualified. He/she shall perform the duties of the office of President in case of the death, absence, resignation, retirement or inability of the President to act, until the President is able to 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 or any of 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-Laws of the Student Senate. The Executive Director shall make or cause to be made such payments as may be necessary to be made on behalf of the Association, and shall cause the books of the Association to be kept for the purpose of full and accurate account of all monies and obligations received and paid for or on behalf of the Association. The Executive Director shall submit reports to the Board of Directors, prepare an annual budget for submission to the Board of Directors showing expected receipts and

expenditures, and generally assist the Board of Directors in the planning and development of programs and initiatives. The Executive Director shall be responsible to prepare and submit and, when necessary, revise the business plan.

#### Section 5. Secretary

The Secretary to the Board of Directors shall be appointed by the President of the College. The Secretary need not be a member of the Board of Directors. He/she shall take and record minutes of all meetings of the Board of Directors, or delegate this responsibility as deemed appropriate. The Secretary shall sign all minutes before they are submitted to the Board of Directors. He/she shall keep the Seal of the Association and shall, when necessary, attest to the 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.

### **Section 2.      Disposition**

Upon successful completion of the Request for Proposal process, 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 of Directors 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 person or persons as the Board of Directors shall designate by resolution. Any funds or other assets of the Association which, in the judgment of the Board of Directors, shall not immediately be required to effect the purposes of the Association 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 non-profit 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 By-Laws. 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 committee. Only members of the Board of Directors may be voting members of any committee. No committee may act in place of the Board unless specifically provided in these By-Laws.

### **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 its 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 By-Laws.

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

C. The Board of Directors of the Faculty Student Association has the authority to amend the Student Senate By-Laws and Constitution with the final approval of the Board of Trustees of the College. Changes in the Constitution and By-Laws of the Student Senate which are approved by the Student Senate are required to be voted upon for decision by the Board of Directors and the Board of Trustees of the college.

D. The Vice President of Student Affairs may remove any member of the Student Senate from the Student Senate or the Board of Directors of the Association at any time upon discovery that the individual being removed does not or did not meet the requirements for appointment or election to a position on the Student Senate and/or the Board of Directors. The Vice President of Student Affairs may remove any member of the Student Senate from the Student Senate or the Board of Directors of the Association at any time upon discovery that the individual being removed has failed to continue to meet the eligibility requirements necessary to hold the position to which he/she had been appointed or elected.

E. All disbursement matters of the Student Senate that require approval of the Board of Directors shall initially be submitted to the Finance Committee for review. Upon agreement of the Finance Committee, such matters shall be forwarded to the Board of Directors for approval. All such matters submitted for approval to the Board of Directors by the Student Senate shall state the meeting date at which the matter was approved by the Student Senate. Disbursements requiring

approval of the Board of Directors include, but are not limited to, non-budgeted expenditures, expenditures from the equipment reserve fund and the annual class gift.

- F. The Board of Directors shall have final approval of the use of Student Senate funds.

## **ARTICLE VII – AMENDMENTS**

### **Section 1. Procedures**

These By-Laws may be amended only at a duly held annual or regular meeting of the Association by a majority in person or alternate vote of the members of the Board of Directors, provided that the members receive the proposed By-Laws change at least ten (10) days prior to the meeting at which the change is to be on the agenda.

## **ARTICLE VIII – COMMUNICATIONS**

### **Section 1. Meetings**

All meetings of the Board of Directors shall be open to the public except when the Board is called into Executive Session. The Board of Directors, upon a majority vote of its total membership taken in an open meeting, may meet in executive session for the purpose of discussing matters related to personnel matters, or proposed, pending or current litigation, or the proposed acquisition, sale or lease of real property, or other matters deemed necessary by the Board of Directors.

## **ARTICLE IX – RELATIONSHIP WITH HUDSON VALLEY COMMUNITY COLLEGE**

### **Section 1. Contract Agreement**

The Board of Directors shall enter into a contract with the Board of Trustees of Hudson Valley Community College so as to have clearly stated the relationship of these two bodies in the areas of facility use, occupancy and renovation, auxiliary services budget preparation, relationship to the Student Senate and management of the HVCC Athletic Fund, expenditure reports, audit responsibilities, excess revenues, equipment, insurance and indebtedness, etc.

### **Section 2. Prohibited Expenditures**

Faculty Student Association funds shall not be used for the awarding of athletic scholarships or grant in aid; the employment of persons to be faculty members or other employees of the College to perform College related functions, or the subsidization, in any form, of College

employees' salaries; the provision of a corporation automobile for College business; the provision of furnishings for faculty or staff housings; for security or other administrative services ordinarily financed by the College.

### Section 3. Authority of the President of the College

The President of the College shall be invited to attend all meetings of the Board of Directors and all minutes of such meetings shall be provided to the President along with all corporate books and papers, of whatever kind, shall be made available, upon request, to the President of the College. The Board Members and officers of the Association shall inform the President of the College of significant matters of corporate business affecting the interests of the College.

The annual budget of the Association shall be submitted to the President of the College for his/her review and approval at least sixty days prior to the commencement of the corporation's fiscal year. If approved, the President of the College will submit the budget to the College's Board of Trustees for final review and approval at least thirty days prior to the start of the Association's fiscal year.

### Section 4. Board of Trustees

The Board of Trustees will serve as an appellate body for any issues arising between the President of the College and the Board of Directors.

Approved 5/10/10 by the FSA Board of Directors  
Approved 5/27/10 by the HVCC Board of Trustees

Amended 10/3/17

Approved 10/16/17 by the FSA Board of Directors  
Approved 10/24/17 by the HVCC Board of Trustees

VP Student Affairs title amended 7/8/19  
Remote Attendance amended 11/4/24