

**BY-LAWS OF THE FACULTY–STUDENT ASSOCIATION
OF THE
STATE UNIVERSITY OF NEW YORK MARITIME COLLEGE, INC.**

(As Amended 7 October 2019)

ARTICLE I - NAMES AND PURPOSES

SECTION 1. Name: This Corporation shall be known as the Faculty–Student Association of the State University of New York Maritime College, Inc.

SECTION 2.Purposes: The general purposes of this Association are educational within the meaning of Sec. 501 (c) (3) of the Internal Revenue Code and its regulations, and within this meaning the general purposes shall be to establish, operate, manage, and promote educationally related services for the benefit of the State University of New York Maritime College Campus Community, including faculty, staff and students in harmony with the educational mission and goals of the College.

ARTICLE II–MEMBERSHIP

SECTION 1. Eligibility: The members of the Association shall be those persons who occupy the following positions on the Administration, faculty and student body of the College and who advise the Secretary of the Association of their acceptance of membership within two weeks after receipt of notification from the Secretary of their eligibility to membership:

1. President.
2. Provost and Vice President for Academic Affairs.
3. Commandant of Cadets.
4. Vice President for Finance and Administration.
5. Representative of the Business Office.
6. Faculty Member.
7. Faculty Member.
8. Faculty Member.
9. Faculty Member.
10. President of Student Government Association.
11. President of First Class.
12. President of Second Class.
13. President of Third Class.
14. President of Fourth Class.
15. Regimental Commander.
16. Civilian Student President.
17. Graduate Student Representative.

The four faculty members will be elected annually by the College Faculty during campus-wide elections facilitated during the Spring semester by the Committee on Nominations and Elections (CONE) protocols.

SECTION 2. Termination of Membership:

- (a) Any member of this Association who ceases to occupy one of the administration, faculty or student positions specified in the foregoing section, or who ceases to be a member of the

administration, faculty or student body of the College, shall thereupon immediately cease to be a member of this Association and his/her membership shall be deemed terminated as of that date.

- (b) Any member may withdraw from the Association by presenting to the Secretary a written resignation/which 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 may be suspended for a period or expelled for cause, such as violation of any 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 the unanimous vote of the full membership of the Board of Directors, with the exception of the vote of the person proposed for suspension or expulsion, if s/he be a member of the Board of Directors. At least fifteen days before a vote may be taken for the suspension or expulsion of a member, a statement of the charges against him/her and a notice of the time, date and place where the Board of Directors propose to take action must be sent to such member by registered mail at his/her last recorded address; such member shall be given an opportunity to present a defense at the time and place mentioned in the aforesaid notice.

SECTION 3. Vacancies: Upon the failure of a person occupying one of the positions specified in Section 1 of Article II hereof to accept membership, or in the event of the death, resignation or other failure of a member to continue membership, the Board of Directors, which may consist of a majority of the remaining members, though less than a quorum, may fill the vacancy thereby created by electing a new member; provided, however, that the new member must be representative of the same group (administration, faculty or student body) as the member who failed to qualify, accept membership, resigned or was expelled. A person so elected to fill a vacancy shall serve until his/her successor has qualified by occupying the applicable position specified in Section 1 of Article II hereof and by duly advising the Secretary of his/her acceptance of membership. Within 10 days of receipt of his/her acceptance of membership, the Secretary will send an e-mail notification to the membership and the Board of Directors advising them of the new member. If applicable, the Secretary will also send an e-mail notification to the Chair of CONE with a request to update the College's master committee list.

SECTION 4. Effect of Termination: The rights of any person as a member of this Association, including his/her right to vote, shall cease immediately upon his/her termination of membership.

SECTION 5. Voting Right: Each member shall have one vote only at a meeting of the Association.

ARTICLE III - MEETING OF MEMBERS

SECTION 1. Annual Meetings: There shall be an annual meeting of the Association on the first Monday of October in each year, for the election of members of the Faculty-Student Association of the State University of New York Maritime College, Inc. Board of Directors, for receiving the annual reports of officers, directors and committees and for the transaction of other business. If the day designated falls upon a legal holiday or day when the College is not in session, the meeting shall be held on the next succeeding day not a legal holiday, when the College is in session. Written notice of such meeting, signed by an officer, shall be given personally or e-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 meeting. When such notice is e-mailed it shall be directed to such person at his/her e-mail address as it appears in the College directory. Such notice shall be served personally or by e-mail not less than ten nor more than thirty days before the meeting and shall state the place, date, time and purpose of the meeting.

SECTION 2. Special Meetings: Special meetings of the Association may be called by the Board of Directors or the President at any time, at their discretion, and shall be called by the President upon written request of three members. Notice for a special meeting shall be given in the same manner as for the annual meeting.

SECTION 3. Waiver: Notwithstanding the provisions of any of the foregoing sections, a meeting of the Association may be held at any time and at any place, and any action may be taken thereat if notice thereof be waived in writing by all of the members of the Association entitled to vote, or by the presence at such meetings in person, of all of the members of the Association entitled to vote.

SECTION 4. Quorum: The presence in person of a majority of the members of the Association entitled to vote shall be necessary to constitute a quorum for the transaction of any business at any meeting. If a quorum not be present, the presiding officer may adjourn the meeting to a time fixed by him/her not more than ten days later and written notice of such adjourned time shall be given by an officer to all members entitled to vote and who were absent, at least one day before such adjourned time.

SECTION 5. Voting: Members shall vote in person and not by proxy.

SECTION 6. Order of Business: The order of business at all meetings of the Association shall be as follows:

1. Reading and approval of minutes of last meeting.
2. Report of officers.
3. Report of committees.
4. Election of directors.
5. Old business.
6. New Business.

ARTICLE IV – DIRECTORS

SECTION 1. Number: The property, affairs, business and concerns of the Association shall be vested in a Board of Directors consisting of twelve directors who shall serve until the next annual meeting as follows: one shall be the Vice President for Finance and Administration; one shall be a Representative of the Business Office; one shall be the Commandant of Cadets, each appointed by the College President, each as a voting member; six shall be students, elected from and by students, one from each regimental class (1st, 2nd, 3rd & 4th), three most senior of whom at any meeting shall be deemed voting members, the Civilian Student President as a voting member, and the Graduate Student Representative as a voting member; three shall be faculty (any rank), each elected at the annual meeting of the Association, each as a voting member. The members of the Board of Directors shall, upon election or appointment as herein before provided, immediately enter upon the performance of their duties and shall continue in office, if otherwise qualified, until their successors shall be duly elected or appointed and qualified as herein before provided.

SECTION 2. Qualifications: All directors shall be of full age and must be members of the administration, faculty, or student body of the College, but need not be member of this Association.

SECTION 3. Duties and Meetings: The Board of Directors shall have power to hold meetings at such time and places as it deems advisable, to appoint committees, to employ necessary employees, to authorize proper expenditures and to take such other measures as may be necessary or proper to carry out the purposes of the Association. A meeting or meetings of the Board of Directors may be called by the President whenever s/he deems advisable and meetings shall be called by him/her upon written request of any two members of the Board of Directors. Three days' notice of meeting of the Board shall be served personally or e-mailed to all directors, unless such notice be waived in writing by all directors or by the presence, at such meetings, of all directors.

SECTION 4. Quorum: The presence of four directors shall constitute a quorum for the transaction of any business and the act of a majority at any meeting of the Board of Directors shall be the act of the Board. Each director shall be entitled to one vote as described in Article IV, Section 1. Directors shall vote in person and not by proxy. When circumstances warrant a vote via e-mail, such as issues requiring immediate attention or issues occurring between academic years, the Board President or Secretary will e-mail details to the Board and the resulting e-mail vote from the Board will be acceptable.

SECTION 5. Vacancies: Whenever a vacancy shall occur in the Board of Directors, such vacancy may be filled by one of the following procedures. The new director shall serve for the unexpired term of his/her predecessor. A person elected to fill a vacancy shall serve by duly advising the Secretary of his/her acceptance of the Board of Director position. Within 10 days of receipt of his/her acceptance of membership, the Secretary will send an e-mail notification to the membership and the Board of Directors advising them of the new Director.

Section 5a: If the vacancy is of the student group, the vacancy shall be filled following student government elections following those protocols.

Section 5b: If the vacancy is of the administrative group, the vacancy shall be filled through appointment by the College President.

Section 5c: If the vacancy is of the faculty group, the Board of Directors may fill the vacancy with majority vote during a Board of Director's meeting.

SECTION 6. Compensation: No director shall receive any compensation from the Association for services performed in his/her official capacity, but directors shall be reimbursed for reasonable expenses incurred in the performance of official duties.

SECTION 7. Assessments: The Board of Directors shall have no power to impose any liability or assessment upon any member of the Association.

SECTION 8. Reports: Pursuant to the requirements of Section 46 of the Membership Corporation Law, the Board of Directors shall present at the annual meeting of the Association a report, verified by the President and Treasurer, or by a majority of the directors, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such

applications, appropriations or expenditures have been made; and the names and places of residence of the persons who have been admitted to membership in the Association during such year. Such report shall be filed with the records of the Association and an abstract thereof entered in the minutes of the proceedings of the annual meeting of the Association.

SECTION 9. Liability: As provided in Section 46 of the Membership 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 Association.

ARTICLE V - OFFICERS

SECTION 1. President: The Board of Directors shall elect one of the members of the Board as President of the Association. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Association and the Board of Directors. S/He 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. S/He 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.

SECTION 2. Vice President: The Board of Directors shall elect one of the members of the Board as Vice-President 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. S/He shall perform the duties of the office of President in case of death, absence or inability of the President to act. S/He shall perform such other duties as requested by the President or Board of Directors.

SECTION 3. Treasurer: The Board of Directors shall have one of the members of the Board as Treasurer of the Association. The Treasurer shall be a member of the Business Office and shall serve for a term of one year but shall continue in office until his/her successor shall be duly elected. S/He shall be the Business and Fiscal Officer of the Association. S/He shall perform the duties of the office of President in case of the death, absence or inability to act of the President and Vice-President. 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. S/He shall perform such other duties as required 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. The Secretary 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. S/He shall take and record minutes of all meetings of the Association and Board of Directors. S/He shall keep the Seal of the Association and shall, when necessary, attest to the official acts of the President and Board of Directors. Whenever a person is elected or appointed to one of the positions specified in Section I of Article II hereof, the Secretary shall immediately notify such person, in writing, of his/her eligibility to membership in the Association. The Secretary shall perform such other duties as requested by the President or Board of Directors.

SECTION 5. Compensation: No officer shall receive any compensation from the Association for services performed in his/her official capacity but officers shall be reimbursed for reasonable expense incurred in the performance of official duties.

SECTION 6. Vacancies: A vacancy in any office shall be filled by the Board of Directors for the unexpired term as described in Article IV, Section 5.

ARTICLE VI - ASSETS AND FUNDS

SECTION 1. Ownership: No member, 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 President, 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 the written authorization and signatures of both the Treasurer and Secretary, or upon the 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 affect the purposes of the Association may be invested, reinvested and administered by the Board of Directors in such securities, real estate or other investment as in the judgment of the Board of Directors is sound and proper.

SECTION 3. All books, records and accounts of the Association shall be subject to examination and audit by the State University of New York and Comptroller of the State of New York at any time.

Section 4. Dissolution: Upon the dissolution of the corporation the Board of Directors shall, after paying or making provision for the payment of all the just debts, obligations and liabilities of the corporation, dispose of all of its assets by transfer to the State University of New York Maritime College, or to such other non-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) as in the judgment of the Board of Directors is best qualified and competent to promote the purposes of State University of New York Maritime College, and the educational activities of its faculty and students.

ARTICLE VII - AMENDMENTS

SECTION 1. Procedure: These By-Laws may be amended only at a duly held annual or special meeting of the Association by vote, in person and not by proxy, of a majority of the members of the Association eligible to vote at such a meeting, provided that notice of the purpose of the proposed amendment has been stated in the notice of meeting.