

**FACULTY STUDENT ASSOCIATION  
OF THE STATE UNIVERSITY OF NEW YORK AT STONY BROOK, INC.**

**BY-LAWS**

ARTICLE I

Name

The name of this corporation is “Faculty-Student Association of the State University of New York at Stony Brook, Inc.” (“FSA”), a not-for-profit corporation incorporated in the State of New York.

ARTICLE II

Purpose

- A. FSA is organized, and shall be operated exclusively for the purpose of supporting the State University of New York at Stony Brook (“University”), an educational corporation created by state law as a public institution of higher education.
- B. The general purposes of FSA shall be to establish, operate, manage and promote the educational activities and programs of the University; to aid the students, faculty, and administration of the University; to collect, receive and disburse funds for the benefit of the University; to borrow money for the purpose of erecting, extending, equipping, maintaining and operating facilities for use by the University; to erect, equip, maintain and operate facilities at the request of the University, and to operate businesses in connection with the needs of the University and its students, faculty and administration.

ARTICLE III

Membership

FSA shall have no members.

ARTICLE IV

Board of Directors

- A. Duties and Powers. The management powers of FSA shall be vested in a Board of Directors which shall have charge, control and management of the property, affairs and funds of FSA; and shall have the power and authority to do and perform all acts and functions consistent with these Bylaws and with the FSA Articles of Incorporation.

Duties of the Board of Directors shall include, but are not limited to:

- (1) The oversight of all FSA business.
  - (2) The appointment of such agents or committees as it may deem necessary in addition to those prescribed in these Bylaws, and the fixing of duties, powers and tenure of such appointees.
  - (3) The employment of such persons as it may deem necessary, and the fixing of duties, powers, and compensation of such employees.
- B. Number. The number of Directors may be increased or decreased from time to time by a vote of the members of the Board, but in no case shall the number of Directors be less than five nor more than twelve.
- C. Selection of Directors: The Board of Directors shall be composed of twelve voting members, including the following:
- (1) Four members from the University's administrative staff appointed by the University President including the University's chief financial officer or designee (ex-officio voting);
  - (2) Four members from the University's student body, with
    - (a) one student being the President of the Undergraduate Student Government, or his or her designee,
    - (b) one student being an officer (President, Vice President, Treasurer or Secretary) or member of the Graduate Student Organization for the academic year, and
    - (c) the third and fourth student members being elected from the USG Senate, provided that at least one of the three undergraduate representatives is a commuter student and at least one is a resident student, and
  - (3) Three members (at least two of whom must be faculty) selected by the University Senate, one member of whom must be from the Health Sciences Center.
  - (4) One member appointed by the Administrative Vice President/Dean for Stony Brook Southampton, so long as auxiliary services at the Stony Brook Southampton campus operate through the Faculty Student Association.  
*Note added, August, 2010: this clause is self-inactivated by the suspension of residential operations at Stony Brook Southampton.*
  - (5) The Executive Director of Faculty Student Association serves as an ex-officio, nonvoting member of the Board of Directors.

- D. Term. The term for Board members shall begin in September of each year. University administrators shall serve terms determined by the University President. Faculty members shall serve three-year terms and may serve successive terms if re-appointed. The undergraduate student members elected by the Senate shall serve two-year terms and other student members shall serve one year terms, and both may serve successive terms. A term of office shall continue until a successor is selected. Vacancies, except those places filled by ex-officio members named hereinabove, shall be filled by the original selecting authority.
- E. Elections of Officers. Elections of Board officers shall take place at the first Board meeting of the academic year. Members shall serve one year on the Board or Committee before becoming eligible for service as a Board officer.
- F. Compensation. No Director shall receive compensation for his or her services. In no event shall any part of the net earnings of FSA inure to the benefit of any Director or Officer of FSA, or to the benefit of any other individual, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding provisions of any subsequent Internal Revenue Service laws.
- G. Voting. Each Director shall have one vote, and a majority shall be necessary for the exercise of the powers of the Board of Directors hereunder, unless otherwise required by these Bylaws or State law.
- H. Removal. Any Board member or officer may be removed from the Board for cause by a two-thirds vote of those voting members present at the Board meeting.

## ARTICLE V

### Officers and their Duties

- A. Officers. The officers of FSA shall be a President, Vice President, Treasurer, and Secretary. The President, Vice President, and Secretary shall be selected from among the Board of Directors. The University's chief financial officer or designee shall be the Treasurer.
- B. Election and Term. The President, Vice President and Secretary shall be elected by the Board of Directors from among the members of the Board. The President shall serve a term of two years. The Vice President and Secretary shall serve one year terms. All officers shall serve until a successor is elected.
- C. Duties of the President. The Board President shall be the chief executive officer of FSA and the Board's direct executive representative in its management. The President shall preside at all meetings of the Board of Directors and the Executive Committee.

- D. Duties of the Vice President. The duties of the Vice President shall be the same as the President in the President's absence.
- E. Duties of the Treasurer. The Treasurer shall be required to submit FSA's Budget to the University's President or designee, and shall serve as Chair of the Board's Finance Committee. In that capacity, the Treasurer shall periodically report to the Board about FSA's fiscal status.
- F. Duties of the Secretary. The duties of the Secretary shall be to ensure that accurate and complete records are kept of all Board meetings.
- G. Vacancies. Vacancies in the office of the President, Vice President, and Secretary may be filled by vote of a majority of the Board of Directors at any meeting of the Board.

## ARTICLE VI

### Meetings

- A. Board Meetings. The annual meeting of the Board of Directors shall be held at a time and on a date fixed by the Executive Committee. Board meetings may be called by the President or the Executive Committee and shall be called at the request of three members of the Board of Directors. The call shall be issued by the secretary not less than ten (10) days before the meeting is to be held and shall state the date, time, place and matters to be acted upon. Any Director may waive notice of a meeting and a Director's presence at a meeting shall constitute a waiver of notice. By unanimous consent in writing of all Directors, special meetings of the Board of Directors may be held at any time and place without notice.
- B. Quorum. The presence in person of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Action authorized by a vote of a majority of Directors present at a duly convened meeting of the Board shall be the action of the Board.
- C. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting or prior notice if a written consent in lieu of meeting, which sets forth the action to be taken, is signed either before or after such action by all Directors. All written consents shall be filed with the minutes of the Board's proceedings.
- D. Meeting by Telephone or Videoconference. The Board of Directors may participate in meetings by conference telephone or similar communications equipment whereby all participants can hear each other at the same time. Such participation shall constitute presence in person by that Director at the Board meeting. A written record shall be made of all actions taken at any such meeting.

## ARTICLE VII

### Committees

- A. General. The Board of Directors shall create as Standing Committees of the Board an Executive Committee, an Audit Committee and a Finance Committee. The Board may create such additional committees as it deems necessary to carry out the purposes for which FSA was formed, and shall prescribe the duties of those committees. The Board may solicit qualified non-Board members to serve on FSA committees. At a minimum, each non-Board committee candidate shall:
- (1) have in aggregate the kinds of skills, knowledge and experience which can contribute to the purpose and mission of FSA,
  - (2) be able to attend committee meetings regularly and
  - (3) be able to devote a significant amount of time to the affairs of FSA.
- B. Executive Committee. The Executive Committee shall consist of the President as Chair, the Vice-President, the Treasurer, the Secretary and such other members of the Board of Directors as the Board may from time to time determine. If none of the above positions are filled by a student, one undergraduate student board member will be designated a member of the Executive Committee. The Executive Committee shall meet on the call of its Chair and may conduct the business of FSA when it is not convenient for the full Board to meet or as the Board may from time to time authorize. At all meetings of the Executive Committee, a majority of the members thereof shall constitute a quorum.
- C. Audit Committee. The Audit Committee shall consist of at least three (3) members, at least one (1) of whom shall be a Director. The Audit Committee shall recommend to the Board of Directors the independent public accountant to be retained to conduct the annual audit of FSA's financial books and records and shall serve as the primary contact with said auditors. The Committee shall review with the auditor the scope of the annual audit and management letter and shall report on the results of such audits to the Board of Directors.
- D. Finance Committee. The Finance Committee shall consist of the Treasurer as Chair, and at least three (3) other members. The Finance Committee shall be responsible for the development of sound financial plans as well as generally supervising the financial affairs of FSA. Specifically, the Committee shall review projected financial requirements, evaluate and recommend the adoption of annual budgets and maintain control over expenditures by evaluating FSA management and financial reports and plans.

## ARTICLE VIII

### General

- A. Principal Office. The principal office of FSA shall be on the campus of the State University of New York at Stony Brook.
  
- B. Fiscal Year. FSA shall keep its books and accounting records on the same fiscal year basis as the University, with the fiscal year commencing on July 1. All required returns shall be filed on that basis. All accounts of FSA shall be audited annually by an independent accounting firm.
  
- C. Executive Director. The Executive Director of FSA shall be appointed by and serve at the discretion of the Board of Directors, in consultation with the University President. The Executive Director is an ex-officio, non-voting member of the Board. The Executive Director serves as Chief Operating Officer of FSA and is responsible for its day to day operations, employees and business directors.

## ARTICLE IX

### Notice

- A. Form and Delivery. Any notice required or permitted to be given to any Director or officer shall be given in writing, either personally or by first-class mail with postage prepaid, to the recipient at his or her address, as it appears in the records of FSA for this purpose. Personally delivered notices shall be deemed to be given at the time they are delivered at the address of the named recipient; mailed notices shall be deemed to be given at the time they are deposited in the United States mail.
  
- B. Waiver and Effect of Attendance. Whenever any notice is required to be given by law, the Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the person(s) entitled to such notice, before or after the time for the meeting stated therein, shall be the equivalent of the giving of such notice. In addition, any Director who attends a meeting of Directors in person or by telephone conference (or similar communications) shall be deemed to have had timely and proper notice of the meeting, unless such Director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

## ARTICLE XI

### Prohibited Activities

No part of the net earnings of FSA shall inure to the benefit of, or be distributed to, any FSA voting Director, except that FSA may reimburse any Director for expenses reasonably incurred in performing services for FSA. No substantial part of FSA's activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and FSA shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, its Articles of Incorporation or applicable State or Federal law, FSA shall not engage in or carry on activities not permitted to be engaged in or carried on by a corporation described in and exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

## ARTICLE XII

### Conflict of Interest

A duality of interest, conflict of interest or appearance of a conflict of interest may exist when a member of the Board or of any Committee has a direct or indirect interest in another entity, and that entity enters into a transaction with FSA. Direct or indirect interest includes any legal, equitable or fiduciary interest or position in such entity. No member of the Board or a Committee having a duality of interest or possible conflict of interest in a matter before the Board or Committee may be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that the disclosure was made and that the member abstained during the discussion or vote. The foregoing shall not be construed as preventing such member of the Board or Committee from briefly stating a position on the matter or from answering pertinent questions of other Board or Committee members. Board members shall be required to sign a statement, once each fiscal year, acknowledging their responsibility to avoid conflicts of interest when conducting FSA business.

## ARTICLE XIII

### Amendments

These Bylaws may be modified, altered or amended by the Board of Directors at any meeting the Board called for that purpose by a 2/3 vote of the Directors present.