

**BYLAWS OF THE
BERNARD M. BARUCH COLLEGE ASSOCIATION, INC.**

INTRODUCTION

The Bernard M. Baruch College Association exists for the purpose of receiving student activity fees and reviewing and approving annual allocations of those fees. Duties of the Association include establishment and oversight of procedures for the receipt, allocation, and expenditure of student funds.

The Bernard M. Baruch College Association is organized under the New York Not-for-Profit Corporation Law and is operated exclusively for the charitable purpose of supporting Bernard M. Baruch College, as is more fully set forth in the Association's Certificate of Incorporation. Any income which may be derived from any of its operations in pursuance of the purposes set forth in the bylaws shall not inure to the personal benefit of any member of the Board of Directors of the Association.

The Association shall have no members.

ARTICLE I – NAME AND PURPOSES

Section 1 – Name

This corporation shall be known as the Bernard M. Baruch College Association, Inc., hereinafter referred to as the Association.

Section 2 – Purposes

The principal objectives and purposes of the Association are as set forth in the Association's Certificate of Incorporation and as follows:

1. To plan, develop, promote, and cultivate educational and social relations among the students, faculty, and administrative staff of Baruch College, an educational unit of The City University of New York (the "College").
2. To aid the students and faculty of the College by assisting them in their study, work, curricular and college-related activities. Any facilities or services provided by the Association to students, faculty, or staff shall be provided without regard to membership in any organization.
3. To receive, and dispose of fees, dues, contributions, funds, and real or personal property, and to apply the income and principal thereof, in whole or in part, to the various objectives herein set forth.

4. To enter into contractual relations in the name of the Association to carry out the responsibilities of the Association.
5. Without profit and solely as an incident to the foregoing purposes, to acquire, print, publish, manufacture, operate, conduct, engage in, circulate, distribute, deliver, and otherwise deal in and with any periodicals, magazines, journals, newspapers, circulars, pamphlets, books, music, photographs, blueprints, and any other printed or duplicated matter in connection with any of the above-mentioned objectives.
6. To acquire by purchase, gift, grant, devise, and/or bequest, real and personal property and to accept such property for use, in fee or in trust, for the purposes of effecting any or all of its objectives.
7. To sell, mortgage, exchange, lease, convey, transfer, or otherwise dispose of or encumber any such property, both real and personal, as the objectives and purposes of the Association may require, subject to such limitations as may be provided by law and by the regulations of the Board of Trustees of The City University of New York.
8. To administer, invest, and reinvest any and all monies, securities, or properties received by it and to apply and expend the income and principal of the Association in carrying out its purposes.
9. To borrow money and to make, accept, endorse, execute, and issue promissory notes and other obligations or evidences of indebtedness in payment for property acquired or money borrowed.
10. To make such rules, regulations, and bylaws, and to hire executive staff, clerical staff, custodial staff, and other such employees as may be necessary and advisable to carry out the responsibilities of the Association.
11. In general, 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 the net earnings of the Association shall inure to the personal benefit of any member thereof.

ARTICLE II – DIRECTORS AND OFFICERS

Section 1 – Powers

The property, affairs, business and concerns of the Association shall be vested in a Board of Directors (the “Board”). The Board shall have power to hold meetings at such times and places as it seems advisable, to appoint committees, to employ necessary personnel, 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.

Section 2 – Composition

The Board shall consist of thirteen (13) regular, voting Directors, and up to six (6) alternates, as follows:

1. Administration
The College President or his or her designee, and two (2) other administrators, and one (1) administration alternate, appointed by the College President.
2. Faculty
Two (2) faculty members and up to two(2) faculty alternates, appointed by the College President from a panel whose size is twice the number of seats (including the alternates) to be filled and consists of faculty members elected by the Baruch College Faculty Senate.
3. Student Body
Six (6) students, and up to three (3) student alternates, currently enrolled and in good standing as defined by College regulations:
 - the President of the Undergraduate Student Government
 - the Chairperson of the Graduate Student Assembly
 - four (4) undergraduate students elected directly by the undergraduate student body in a procedure established by the College President in consultation with Undergraduate Student Government, and
 - up to three (3) other undergraduate or graduate students elected in a procedure established by the College President in consultation with the appropriate student government, such individuals to be the student alternates.The student Directors must meet the requirements of the CUNY Board of Trustees' Student Leadership Eligibility Guidelines.
4. Independent Directors
Two Independent Directors¹ appointed by the College President.

¹ An independent director is defined as a former employee of the College or the Association, a College alum, a community member, or any other individual, who, pursuant to Section 102 of the Not-for-Profit Corporations Law: (A) has not been within three years of his or her appointment to the governing board of the Association, an employee of the Association, CUNY or the Research Foundation of CUNY; and (B) does not have a relative who is, or has been within three years of the individual's appointment to the governing board, a key employee of the Association, CUNY or the Research Foundation of CUNY; and (C) has not received, and does not have a relative who has received, in any of the three fiscal years prior to the individual's appointment to the governing board, more than \$10,000 in direct compensation from the Association, CUNY or the Research Foundation of CUNY (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by the Not-for-Profit Corporations Law); and (D) is not a current employee of or does not have a substantial financial interest in, and does not have relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the Association, CUNY or the Research Foundation of CUNY for property or services in an amount which, in any of the three fiscal years prior to the individual's appointment to the governing board, exceeds the lesser of \$25,000 or 2% of such entity's consolidated gross revenues. For purposes of this definition, "payment" does not include charitable contributions.

Section 3 – Officers

The Chairperson of the Board shall be the College President or his or her designee on the Board. The College President shall designate from among the Directors representing the administration the individuals to serve as secretary and treasurer of the Association.

Section 4 – Term of Directorship

Each administration and Independent Director shall be appointed for a term of three (3) years and until his or her successor is chosen and qualified. Each faculty and student Director shall serve a term of one (1) year and until his or her successor is chosen and qualified. Directors' terms shall commence with the first Board meeting following the last day of classes in the College's spring semester. Directors may be elected or appointed to consecutive terms in the same manner as the initial election or appointment.

Section 5 – Termination of Directorship; Resignation

1. Any Director who ceases to occupy the position that qualified him or her to be elected or appointed as a Director shall thereupon immediately cease to be a Director and his or her right to vote shall end.
2. The College President may at any time remove a Director whom he or she has appointed.
3. Any Director may withdraw from the Association by presenting to the Chairperson a written resignation, which resignation shall be presented to the Board at the next meeting thereof following receipt of such resignation. Such resignation shall be effective upon its presentation to the Board.

Section 6 – Vacancies

1. General Rules. Whenever a vacancy shall occur in the Board, it shall be filled in the manner set forth for appointment or election in Section 2 of this Article. However, if a vacancy remains unfilled for three months after it occurs, and by reason of the absence, illness, or other inability of one or more of the remaining Directors a quorum of the Board cannot be obtained, a majority of the remaining Directors may appoint a Director from the relevant constituent group to fill the vacancy. A Director elected or appointed to fill a vacancy will hold office until his or her successor is elected or appointed and qualified.
2. Rules Specific to Student Directors. When filling a student Director vacancy, the following rules shall take precedence over the general rules described above:
 - i. In the event that a student governing body fails to conduct annual elections or if an insufficient number of students run for positions, the College President shall

appoint student Director(s) in consultation with the appropriate governing body. The appointed student Director(s) must meet the requirements of the CUNY Board of Trustees' Student Leadership Eligibility Guidelines.

- ii. If a vacancy in any of the four directly elected regular student seats or any of the student alternate seats results from a resignation, graduation, or inability to maintain required academic standing, the vacancy shall be filled by the Board by selecting the runner-up for that position (provided that student remains eligible pursuant to the Student Leadership Eligibility Guidelines) or through the procedure specified above.
- iii. If the vacancy is that of a student government president, the Board may fill the vacancy with the next highest currently serving elected government official, as specified in each constitution.
- iv. Student Directors appointed pursuant to this Section shall serve until the next annual election is held by the respective student bodies.

Section 7 – Voting Rights

Each regular Director, including the Chair, shall have one vote at a meeting of the Board. Each alternate may attend meetings of the Board, and shall be entitled to vote on such matters that come before the Board to the extent that the alternate is substituting for an absent member of the same constituency. No proxy voting shall be allowed.

Section 8 – Meetings

1. The meetings of the Board shall be held at least twice a semester during the academic year on a designated day to be fixed by the Board. The second meeting of each fall semester, which must be held prior to the end of December, shall be designated as the official annual meeting of the Association. Special meetings may be called by the Chairperson whenever deemed advisable and also upon the written request of any six (6) members of the Board.
2. Written or electronic notice of all meetings shall be given at least four (4) days prior to the meeting date.
3. The presiding officer of meetings of the Board shall be the Chairperson of the Board. In the absence of the Chairperson, the treasurer, and, in his or her absence, the secretary shall serve as chairperson. In the absence of all three, the Directors present shall elect by majority vote a chairperson to serve for that meeting.
4. All meetings of the Board of Directors shall be conducted under *Robert's Rules of Order*, most recent edition except that if there is any conflict between those rules and these By-laws, these By-laws shall take precedence.

Section 9 – Quorum

A quorum of the Board for the conduct of business shall consist of seven Directors. Actions must be approved by a majority vote of those Directors present at a meeting at which there is a quorum. Any one or more Directors may participate in a meeting by means of electronic video screen communication or similar communications equipment allowing all persons participating in the meeting to see and hear each other at the same time. Participation by such means shall constitute presence in person at a meeting as long as 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. In the event that a quorum is not present at a meeting, the Chairperson or the Directors present shall adjourn the meeting and reschedule the meeting for a date not later than seven (7) class days or, if class is not in session, seven (7) calendar days from the date of the adjourned meeting. Written or electronic notice of the rescheduled meeting shall be given to the Directors at least four (4) days prior to the rescheduled meeting date.

Section 10 - Compensation

No Director or officer of the Association shall receive any compensation from the Association for services performed in his or her official capacity, but Directors and officers may be reimbursed for reasonable expenses incurred in the performance of official duties

Section 11 - Conflict of Interest

As further described in the Association's conflict of interest policy, each Director and officer shall disclose to the Board the material facts as to such Director's or officer's interest in any contract or transaction, prior to any action by the Board regarding such contract or transaction, including any directorships or offices held or financial interest. A Director that is interested in a contract or transaction may be counted in determining the presence of a quorum at a meeting of the Board to authorize the contract or transaction if such disclosure is made, provided, however, that such Director's vote shall not be counted when determining whether a sufficient number of Directors has approved such contract or transaction.

Section 12 – Assessments

The Association shall be no power to impose any liability or assessment upon any Director of the Association.

Section 13 – Liability

No Director of the Association shall be personally liable for the debts, obligations, or liabilities of the Association.

Section 14 – Indemnification and Insurance

1. In accordance with the provisions of section 722, or any successor provisions of the New York State Not-For-Profit Corporation Law, the Association shall indemnify any officer and/or director made, or threatened to be made, a party to an action or proceeding, with the exceptions provided by section 722 or any successor provisions of the Laws of New York, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer acted in good faith for a purpose which he or she reasonably believed to be in, or, in the case of service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise, not opposed to, the best interests of the Association and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

2. In accordance with section 726 and any successor provisions of the New York State Not-For-Profit Law, the Association may secure and maintain insurance for the following purposes:
 - i. To indemnify the Association for any obligation which it incurs as a result of the indemnification of directors and officers under the provisions of the Not-For-Profit Corporation Law; and
 - ii. To indemnify directors and officers in instances in which they may be indemnified by the Association under the provisions of the New York State Not-For-Profit Corporation Law; and
 - iii. To indemnify directors and officers in instances in which they may not otherwise be indemnified by the Association under the New York State Not-For-Profit Corporation Law provided that the contract of insurance covering such directors and officers provides, in a manner acceptable to the Superintendent of Insurance, for a retention amount and for co-insurance. The limits, retention amounts, and co-insurance provisions of such insurance coverage shall be determined by the Board, subject to such restrictions as may be imposed by the New York Superintendent of Insurance.

3. The Board of the Association shall be covered by an appropriate fidelity bond in an amount to be determined by the Board at the expense of the Association.

**ARTICLE III – ORGANIZATION AND RESPONSIBILITIES
OF COMMITTEES**

Section 1 – Committees of the Board of Directors

The Board of Directors may, as set forth in these Bylaws or by resolution or resolutions adopted by a majority of the entire Board, establish such committees (including their term, duties and

powers) as it shall deem necessary and advisable, each consisting of three or more Directors and each of which, to the extent provided in the resolution, shall have the authority of the Board, except that no committee shall have authority as to following matters: (a) any action related to the Certificate of Incorporation, (b) any amendments to, or repeal of, these By-laws, (c) the filling of vacancies in the Board or in any committee, (d) the fixing of compensation of Directors for serving on the Board or on any committee, (e) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable or (f) any action otherwise prohibited by law. Each committee of the Board shall keep minutes and report on these proceedings to the Board at or before the next scheduled Board meeting. The committees of the Board shall include the following:

1. Executive Committee

Purpose: The Executive Committee shall have and exercise all the powers of the Board when College classes are not in session and in other intervals between meetings of the Board, except as set forth in this Section 1.

Membership: The officers of the Association plus sufficient student Directors in order for the students to constitute one less than a majority of the Executive Committee shall constitute the Executive Committee of the Board.

Quorum: A quorum of the Executive Committee shall consist of at least two of the officers of the Association.

2. Audit Committee

Purpose: The Board shall have an Audit Committee, which shall consist of the two Independent Directors and one student Director elected by the Board, who also meets the definition of Independent Director. The Audit Committee shall oversee the accounting and financial reporting processes of the Association and the audit of the Association's financial statements. The Audit Committee's responsibilities shall include the following:

- i. annually select or renew the selection of an independent auditor to conduct an audit, subject to the approval of The City University of New York;
- ii. review with the independent auditor the scope and planning of the audit prior to the audit's commencement;
- iii. upon completion of the audit, review and discuss with the independent auditor:
(A) any material risks and weaknesses in the internal controls identified by the auditors; (B) any restrictions on the scope of the auditor's activities or access to requested information; (C) any significant disagreements between the auditor and management; and (D) the adequacy of the Association's accounting and financial reporting processes;

- iv. annually consider the performance and independence of the independent auditor;
- v. oversee the adoption, implementation of, and compliance with the Association's conflict of interest policy; and
- vi. report on the committee's activities to the Board.

Section 2 – Committees of the Association

The Board of Directors may establish such other committees as it deems necessary and advisable. These committees shall be committees of the Association, not of the Board, and shall have only the powers specifically delegated to them by the Board and shall have no authority to bind the Board. The committees of the Association shall include the following:

1. Budget Committee

Purpose: The Budget Committee shall receive and review student activity fee budget requests and shall develop and allocate a budget for the Association subject to the review of the Board for conformance with the expenditure categories established by the bylaws of the Board of Trustees of The City University of New York, and as to whether they are inappropriate, improper or inequitable.

Membership: The full membership of the Board less one administrator and one faculty member selected by the College President shall constitute the Budget Committee.

2. Communications Committee

Purpose

- a. To serve as a liaison among officially chartered student publications and broadcast facilities under the jurisdiction of the Board and other student organizations, administrative staff, faculty, and faculty organizations.
- b. To discuss and make recommendations upon matters relevant to the administration of student publications and broadcast facilities.
- c. To provide fiscal recommendations for matters associated with student publications and broadcast facilities.
- d. To advise on professional standards and conduct of student media.

Powers. The Communications Committee shall review and recommend to the Budget Committee of the Association annual budget allocations for the various publications and communication facilities under its jurisdiction. Where separate communication fees are

provided by Board of Trustees of The City University of New York resolution, these fees must be used to support the designated communication medium.

Membership

- a. Four (4) student members: three (3) undergraduate students and one (1) graduate student, currently enrolled and in good standing as defined by College regulations, to be elected directly by the respective student body
- b. Three (3) faculty members selected by the executive committee of the Faculty Senate in consultation with the College President
- c. The Dean of Students, or his or her designee

The Chairperson of the Communications Committee shall be elected from the student membership of the Committee by the full membership of the Committee. In the absence of the Chairperson, the members present shall elect by majority vote the chairperson to serve for that meeting.

3. Athletic Committee

Purpose: To make recommendations and provide oversight for the expenditure of student activity fees for athletic purposes.

Powers: The Athletic Committee shall prepare and recommend to the Budget Committee an annual itemized budget for the expenditure of the student activity fees for athletic purposes. The authority of the Athletic Committee shall supersede the fiscal authority of the General Faculty Committee on Collegiate Athletic Activities.

Membership

- a. The Director of Athletics
- b. Two (2) faculty members selected by the executive committee of the Faculty Senate in consultation with the College President
- c. The Chairperson of the General Faculty Committee on Collegiate Athletic Activities, who shall also serve as chairperson of this committee
- d. Three (3) undergraduate students currently enrolled and in good standing, as defined by College regulations, to be elected directly by the undergraduate student body

In the absence of the Chairperson, the members present shall elect by majority vote the chairperson to serve for that meeting.

4. Student Center Committee

Purpose

- a. To recommend policies for the Student Center and related operations and programs.
- b. To recommend rules and regulations governing the use of Student Center facilities.
- c. To recommend and review Student Center programs.
- d. To provide fiscal oversight for matters associated with the operation of the Student Center and its programs.

Powers: The Student Center Committee shall recommend to the Budget Committee an annual itemized budget for operation of the Student Center.

Membership

- a. The Dean of Students, who shall also serve as Chairperson of the Student Center Committee. (In the absence of the Dean of Students, the Student Development and Counseling staff member appointed by the Dean of Students shall chair the meeting.)
- b. Two (2) faculty members selected by the executive committee of the Faculty Senate in consultation with the College President
- c. The Director of the Student Center (or the professional equivalent as designated by the Dean of Students)
- d. One additional staff member from the Department of Student Development and Counseling appointed by the Dean of Students
- e. Four (4) student members: three (3) undergraduate students and one (1) graduate student currently enrolled and in good standing as defined by College regulations, to be elected directly by the respective student body

5. Health Advisory Committee

Purpose

- a. To provide fiscal oversight for matters associated with the operation of the Baruch Health Center and its programs.

- b. To recommend policies for the Health Center and its related operations and programs.
- c. To recommend rules and regulations regarding the Health Center.
- d. To recommend and review health programs and activities in keeping with the overall mission of health prevention, education and medical treatment.

Powers: The Health Advisory Committee shall prepare and recommend to the Budget Committee an itemized annual budget for the allocation of the Health Center fee.

Membership

- a. The Vice President for Student Affairs
- b. The Director of Health Services or equivalent, as designated by the Vice President for Student Affairs
- c. One additional administrator appointed by the College President
- d. Two (2) faculty members selected by the executive committee of the Faculty Senate in consultation with the College President
- e. Four (4) student members, currently enrolled and in good standing as defined by College regulations, to include the President of the Undergraduate Student Government, the Chairperson of the Graduate Student Assembly and two additional undergraduate students elected at large directly from the undergraduate student population

6. Student Programming Board

Purpose. To promote and cultivate educational and social relations among the students, faculty, and administrative staff of the College by providing a variety of high quality, robust, creative and entertaining programs that appeal to diverse audiences.

Powers. The Programming Board will review and recommend to the undergraduate student government an annual programming budget and appoint a sub-Committee to plan and implement programming. The sub-Committee shall plan social, cultural, intellectual and educational events consistent with the College's mission and objectives. The sub-Committee shall work with other student organizations, faculty, staff and alumni in coordinating these special events and activities for the College. The sub-Committee shall actively seek and encourage input from the College community, while challenging itself to incorporate the needs and desires of that community. The sub-Committee shall prepare and recommend to the Programming Board an itemized annual budget. The Programming Board will review recommendations and submit to the undergraduate

student government, the allocating body of the Programming Board fee, an itemized annual budget for its events and activities. The undergraduate student government will then submit to the Directors an itemized annual budget for allocation of the Programming Board fee.

Membership

- a. The Chief Student Affairs Officer or his or her designee, who shall also serve as Chairperson of the Student Programming Board Committee. (In the absence of the Chairperson, the full-time professional from the Office of Student Life and Freshmen Programs shall chair the meeting.)
- b. One faculty member selected by the executive committee of the Faculty Senate in consultation with the College President
- c. A full-time professional from the Office of Student Life and Freshmen Programs appointed by the Chief Student Affairs Officer
- d. Four (4) undergraduate students currently enrolled and in good standing as defined by College regulations, to be elected directly by the undergraduate student body

Section 3 - Operating Procedures for Committees of the Association

Unless otherwise set forth in Section 2 of this Article, the following procedures shall apply to all committees of the Association:

1. Term. Administrative members of a committee shall serve at the pleasure of the College President. Faculty and student members shall serve a term of one (1) year, commencing with the first committee meeting following the last day of classes in the spring semester. Committee members may be elected or appointed to consecutive terms in the same manner as the initial election or appointment.
2. Vacancies. Vacancies in at large administration and faculty positions shall be filled by the College President, in consultation with the Faculty Senate in connection with faculty vacancies. Vacancies in student positions shall be filled by the College President in consultation with the appropriate student governing body. However, if the vacancy is that of a student government president, the Board may fill the vacancy with the next highest currently serving elected government official, as specified in each constitution.
3. Meetings and Quorum. Each committee shall meet upon call of its chair or of any two (2) of its members upon such notice given to its members as is provided in these Bylaws for the giving of notice to Directors for meetings of the Board or upon such other notice, if any, as the committee may determine. Committees shall meet not less frequently than twice per semester. A majority of members of a committee shall be present to constitute a quorum. Acts and

decisions of the committees shall be by majority vote of those present at the time of the vote, if a quorum is present at such time. Each committee member shall be entitled to one vote. The committees shall keep regular minutes of their proceedings and make the same available to the Board upon request. All committee meetings shall be conducted under Robert's Rules of Order.

ARTICLE IV – BUDGETS AND BUDGETING PROCEDURES

Budget requests referred to in this article shall be based on income projections provided by the treasurer of the Association. All budget allocations made in May shall be considered tentative. Budget allocations shall not be finalized until income is confirmed by October 1 for the fall semester and by February 15 for the spring semester.

Section 1 – Fiscal Year

The fiscal year of the Association shall be from July 1 – June 30.

Section 2 – Budget Procedures

1. The secretary of the Association shall solicit annual budget requests from the committees of the Association, other organizations and individuals, and the student governing bodies by March 15 of each year for the fiscal year beginning July 1 for submission to the Budget Committee.
2. The treasurer of the Association shall prepare a proposed Association budget for submission to the Budget Committee no later than May 1.
3. The minutes of all Board or Executive Committee meetings as prepared by the secretary and approved by the Board or Executive Committee shall be deemed to be official notification of actions taken by the Association. The receipt of these minutes by the treasurer of the Association shall constitute authorization to implement all fiscal matters approved by the Board or Executive Committee.

ARTICLE V – ASSETS AND FUNDS

Section 1 – 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 2 – Disposition

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 and shall be used solely for the proper expenses of the Association. Funds shall be withdrawn from such bank account or accounts only

upon the signature of those College or Association employees authorized by the Board. Checks, drafts, or other orders for the payment of money drawn from any of the Association accounts in excess of \$2,500.00 will require the signatures of two individuals authorized as signatories by the Board.

Section 3 – Audit

A certified independent audit of the books, records and accounts of the Association shall be performed annually by a public auditing firm approved by the Audit Committee.

ARTICLE VI – COMPLIANCE

The Association shall operate consistent with the bylaws, policies, and regulations of The City University of New York, including but not limited to the Financial Management Guidelines for College Associations, and the policies, regulations, and orders of College.

ARTICLE VII – AMENDMENTS TO BYLAWS AND CERTIFICATE OF INCORPORATION

Section 1 – Amendments

These Bylaws and the Association’s Certificate of Incorporation may be amended only by a 3/4 majority vote of Directors present at any meeting, provided that written notice of the substance of the amendment is given with notice of the meeting, to all Directors, and subject to the approval of the College President and the Board of Trustees of The City University of New York.

Section 2 – Effective Date of Amendment

The effective date of amendment of these Bylaws or the Certificate of Incorporation shall be as provided by the Board of Trustees of The City University of New York.

Approved by the Board of Trustees on January 30, 1984, Cal. No. 7.E, with amendments approved on June 22, 1992, Cal. No. 6.K, January 24, 2011, Cal. No. 4.A., September 29, 2014, Cal. No. 6.A and _____, 2015