

Bylaws of the Brooklyn College Student Services Corporation

Article I: Name and Purpose

Section 1. Name

The Corporation shall be known as the Brooklyn College Student Services Corporation hereinafter referred to as the Corporation.

Section 2. Purposes

- 2.1 To administer and maintain the Brooklyn College Student Center whose function is to serve the vital educational, social, cultural and recreational needs of the students of Brooklyn College of the City University of New York.
- 2.2 To administer or invest any and all fees and moneys received by it, and to apply and expand the income and principal of the Corporation in carrying out its purpose.
- 2.3 To be the liaison with the administration of Brooklyn College to insure the proper maintenance and safe operation of the Center.
- 2.4 To employ such persons as may be necessary and advisable to carry out its purposes.
- 2.5 To make such rules, regulations and bylaws for the conduct of the Corporation, including rules and regulations for the operation and maintenance of its property, as may be necessary and advisable to carry out the purposes of the Corporation.
- 2.6 To exercise such powers as are incidental and conducive to the attainment of the objectives and purposes of the Corporation provided that it shall not operate for a profit. No part of the net earnings shall inure to the benefit of any member thereof.

Article II: Membership

Section 1. Eligibility

- 1.1 A Director cannot designate another person to represent him/her at a meeting of the Corporation, except where otherwise stated herein.
- 1.2 The members of the Corporation, who shall also serve as the Board of Directors, shall be those persons who occupy the following positions at Brooklyn College.

1.3 Membership:

- 1.3.1 The President of Brooklyn College.
- 1.3.2 The Chief Student Affairs Officer of Brooklyn College.
- 1.3.3 The Senior Vice President for Finance and Administration of Brooklyn College.
- 1.3.4 The Designee from the Provost's Office at Brooklyn College.
- 1.3.5 The Administrator, Dean or Director responsible for Student Affairs Programming & Assessment.

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- 1.3.6 The Staff Member responsible for Student Engagement at Brooklyn College.
- 1.3.7 The Administrator, Executive Director or Director of Alumni Affairs at Brooklyn College.
- 1.3.8 The Executive Director of the Brooklyn College Student Services Corporation, who sits with voice but no vote.
- 1.3.9 The President of the Undergraduate Student Government.
- 1.3.10 The Vice President of the Undergraduate Student Government.
- 1.3.11 The President of the Graduate Student Government, or the Vice President if the President cannot attend.
- 1.3.12 The President of the Student Center Advisory Committee.
- 1.3.13 The member-at-large of the Student Center Advisory Committee.
- 1.3.14 The Chief Accounting Officer at Brooklyn College, who serves *ex-officio* as Treasurer of the Corporation, shall sit with voice but no vote.

Section 2. Termination of Membership

- 2.1 Any member of the organization who ceases to occupy one of the positions specified in the forgoing Section shall thereupon immediately cease to be a member of the Corporation and Membership shall be deemed terminated as of that date.

Section 3. Effective Termination

- 3.1 The rights of any person as a member of this Corporation, including the right to vote, shall cease immediately upon termination.

Section 4. Voting Rights

- 4.1 A Director of the Corporation must be present at the meeting to cast a vote; proxy votes are not permitted.
- 4.2 The presiding officer of all Brooklyn College Student Services Corporation meetings does not vote, unless that vote would change the outcome of a question.
- 4.3 All members shall have one vote only at a meeting of the Corporation.

Section 5. Compensation

- 5.1 With the exception of the Executive Director of the Brooklyn College Student Services Corporation (who serves as an *ex-officio* non-voting member on the Board of Directors), no Director shall receive any compensation from the corporation for services performed in an official capacity.

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Section 6. Assessments

- 6.1 The Board of Directors shall have no power to impose any liability or assessment upon any member or members of the Corporation.

Article III: Meetings

Section 1. Time and Purpose

- 1.1 There shall be a meeting of the Corporation Directors at least once each semester during the academic year.
- 1.2 At the first meeting in the fall there shall be elections of necessary officers, reports of officers and such other business as may properly come before such meeting.

Section 2. Notice of Meetings

- 2.1 Written notice of meetings, stating the place, date and time of meeting and including the agenda and other pertinent documents, shall be personally given or mailed at least (2) weeks prior to the scheduled meeting by the Executive Director to each person who, at the time of such notice appears to be a person who will be entitled to vote as a member at a said meeting; in addition, a phone call to each member will be made to remind him/her of the meeting.
- 2.2 When such notice is mailed, it shall be directed to such person at the address as it appears on the records of the Corporation.

Section 3. Special Meetings

- 3.1 Special meetings of the Corporation may be called by the President of the Corporation at any time, and/or shall be called by the President upon written request by five members of the Corporation. Notice for a special meeting shall be given in the same manner as for the regular meetings and shall state the place, date and time of the meeting.

Section 4. Quorum

- 4.1 The presence in person of a majority of members of the Corporation entitled to vote (7) shall be necessary to constitute a quorum for the transaction of business at any meeting.
- 4.2 In the absence of a quorum, the presiding Officer may adjourn the meeting to a time fixed by him/her not more than ten (10) days later, and written notice of such adjourned time shall be given to all members entitled to vote and who were absent, at least two (2) days after such adjournment.

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Article IV: Officers

Section 1. President

- 1.1 The President of Brooklyn College shall serve as President of the Corporation. The President shall be the chief executive officer of the Corporation and the Board of Directors.
- 1.2 The President shall, on behalf of the Corporation, perform all duties incumbent to the office and such other duties as may be requested by the Board of Directors.

Section 2. First Vice-President

- 2.1 The Chief Student Affairs Officer at Brooklyn College, who sits as a director in accordance with Article II, Section 1.3.2 of these bylaws shall serve as First Vice President of the Corporation.
- 2.2 Duties:
 - 2.2.1 The First Vice President shall perform the duties of the President in case of death, absence or inability of the President to act.
 - 2.2.2 The First Vice President shall perform such other duties as requested by the President or Board of Directors.

Section 3. Second Vice President

- 3.1 The Board of Directors shall elect one of the student members of the Advisory Committee as Second Vice President of the Corporation.
- 3.2 The second Vice President shall serve for the academic year in which he or she is elected.
- 3.3 Duties:
 - 3.3.1 The Second Vice President shall perform the duties of the First Vice President in case of death, absence or inability of that Officer to act.
 - 3.3.2 The Second Vice President shall perform such duties as requested by the President or the Board of Directors.

Section 4. Treasurer

- 4.1 The Chief Financial Officer at Brooklyn College shall serve as Treasurer of the Corporation.
- 4.2 Duties:
 - 4.2.1 The treasurer shall perform such fiscal duties and exercise such fiscal oversight as shall be determined by the President of the Board.

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4.2.2 The Board of Directors may require the Treasurer to furnish such bond or financial security as it deems necessary for the prudent performance of these duties.

4.2.3 The Treasurer shall perform the duties of President in case of death, absence, or inability to act of the president or the Vice Presidents.

Section 5. Secretary

5.1 The Secretary shall take and record minutes of all meetings of the Corporation or Board of Directors. The Secretary shall, when necessary, attest to the official acts of the President and Board of Directors. Whenever a person is elected to one of the positions specified in Article II, Section 1 herein, the Secretary shall immediately notify such person, in writing, of his or her membership in the Corporation. The Secretary shall perform such other duties as are requested by the President or the Board of Directors.

5.1 The Executive Director of the Brooklyn College Student Services Corporation shall serve as Secretary of the Corporation.

5.2 Duties:

5.2.1 The Secretary shall take and record minutes of all meetings of the Corporation or Board of Directors.

5.2.2 The Secretary shall, when necessary, attest to the Official acts of the President and Board of Directors.

5.2.3 Whenever a person is elected to one of the positions specified in Section 1 of Article II hereof, the Secretary shall immediately notify such person, in writing, of his or her membership in the Corporation.

5.2.4 The Secretary shall perform such other duties as are requested by the President or the Board of Directors.

Article V. Student Center Advisory Committee

Section 1. Purpose, Eligibility and Responsibility

1.1 There shall be a Student Center Advisory Committee consisting of students who are enrolled in Brooklyn College and/or who pay a Student Activity Fee at Brooklyn College.

1.2 This committee shall work in conjunction with the Executive Director of the Student Center to formulate policies and standards necessary for the operation of the Student Center. This committee shall also work with the Executive Director of the Student Center to formulate a budget for presentation to the Board of Directors.

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Section 2. Membership

- 2.1 The Student Center Advisory committee shall consist of the following members who will be selected as determined by each respective Student Government body:
 - 2.1.1 Three (3) members selected by the Undergraduate Student Government.
 - 2.1.2 Three (3) members selected by the Graduate Student Government.

Section 3. Term of Office

- 3.1 Members of the Student Center Advisor Committee shall hold office for an academic year.
- 3.2 No member may serve more than three (3) terms of Office.

Section 4. Code of Procedures

- 4.1 The Student Center Advisory Committee shall develop a Code of Procedures for the election and duties of officers and any other matters necessary to carry out its purposes and responsibilities.

Section 5. Relationship to the Corporation and/or The Board of Directors

- 5.1 Copies of the minutes of all meetings of the Student Center Advisory Committee shall be sent to the Directors of the Corporation.
- 5.2 The Board of Directors may vote to disapprove policy or budgetary decisions made by the Student Center Advisory Committee that are in conflict with the bylaws of the Corporation or the legal obligations of the Corporation.

Article VI. Executive Director of the Student Center

Section 1. Appointment

- 1.1 The President of the Corporation shall designate an Executive Director annually.
 - 1.1.1 The normal City University of New York guidelines pertaining to the reappointment of non-instructional staff personnel shall prevail.
 - 1.1.2 Preceding the prescribed deadline time for reappointment, the President shall request the recommendation of the Student Center Advisory Committee concerning the reappointment of the Executive Director.
- 1.2 In the event of a vacancy in the position of Executive Director:
 - 1.2.1 The President of the Corporation and the Student Center Advisory Committee shall appoint a search committee to solicit, interview and recommend candidates to serve as Executive Director.

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- 1.2.2 This committee will report to the Board of Directors who will in turn forward their final candidate(s) to the President for appointment.

Section 2. Duties

- 2.1 The Executive Director shall serve as the agent of the Corporation and the Student Center Advisory Committee.
- 2.2 The Executive Director shall be responsible for the operation of the Student Center.
- 2.3 The Executive Director shall be responsible for administering all directives or policies pertaining to the Student Center promulgated by the Corporation, the Board of Directors or the Student Center Advisory Committee.
- 2.4 The Executive Director shall be an *ex-officio* member of the Advisory Committee, with voice but no vote.

Article VII. Assets and Funds

Section 1. Ownership

- 1.1 No member, director, officer or employee of the Corporation shall have any right, title or interest in any of the assets or funds of the Corporation.
- 1.2 All assets and funds of the Corporation shall be owned exclusively by the Corporation.

Section 2. Disposition

- 2.1 All funds of the Corporation shall be deposited in the name of the Corporation in a bank account(s) designated by the President and shall be used solely to pay the proper expenses of the Corporation.
 - 2.1.1 Funds shall be withdrawn from such bank account(s) only upon approval of such person or persons as the Board of Directors shall designate by resolution.
 - 2.1.2 Payment shall bear the signature of the Treasurer, Fiscal Officer or such other person or persons as the Board of Directors shall designate by resolution.
- 2.2 All funds or other assets of the Corporation, which shall not immediately be required to carry out the purposes of the Corporation, may be invested or reinvested in such securities that are sound and proper in the judgment of the Treasurer or Fiscal Officer.

Section 3. Examination and Audits

- 3.1 All financial ledgers, records and accounts of the Corporation shall be subject to examination. Quarterly and annual reports will be published on schedule. Financial records shall be made available for inspection within thirty-days (30) upon written request by any member of the student body.

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- 3.2 All financial ledgers, records, and accounts of the Corporation shall be subject to an annual audit.

Section 4. Dissolution

- 4.1 In case of dissolution of the Corporation, the assets remaining after payment of its just debts and obligations shall be transferred to the Trustees of the City University of New York.

Article VIII. Committee on Space Allocation

- 1.1 The Committee on Space Allocation shall consist of five (5) members, each with an equal vote, as follows:
- 1.1.1 The two (2) student government presidents, and the vice president of the Undergraduate Student Government.
 - 1.1.2 Two (2) administrative members of the Board of Directors of the Brooklyn College Student Services Corporation, appointed by the President of the Corporation.
 - 1.1.3 The Director of the Student Center shall attend meetings with voice but no vote.
- 1.2 The Committee on Space Allocation shall meet at least once per academic semester, no later than ten (10) days before a regular meeting of the Corporation's Board of Directors.
- 1.2.1 The Committee on Space Allocation shall elect its own chairperson during its first meeting of the academic year.
- 1.3 The Committee on Space Allocation shall meet to review the permanent use and control of space in the Brooklyn College Student Center, and make recommendations to the Board of Directors regarding any proposed changes to the permanent use and control of space. The Board of Directors may not consider a change to the usage of Student Center Space without the recommendation of the Committee on Space Allocation.
- 1.4 Proposals for a change of space usage can be made in one of the following ways:
- 1.4.1 Upon charge from the President of the Corporation.
 - 1.4.2 Upon the written request of two (2) members of the Committee on Space Allocation.
 - 1.4.3 Upon a majority vote of the Student Center Advisory Committee.
 - 1.4.4 Upon the written request of five (5) voting members of the Corporation Board of Directors.
- 1.5 All proposals for a change of space usage must receive an affirmative majority vote from the Committee on Space Allocation.

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- 1.6 Upon receiving an affirmative majority vote from the Committee on Space Allocation, the proposal shall be presented to the Corporation Board of Directors for approval by a two-thirds (2/3) majority vote of the entire membership of the Board of Directors eligible to vote.

Article IX: Amendments

Section 1. Procedure

- 1.1 These bylaws may be amended only at a duly held regular or special meeting of the Corporation.
- 1.2 Notice of proposed amendments to modify these bylaws must be given to the Board of Directors of the Corporation at least two weeks prior to the scheduled meeting.
- 1.3 Proposed amendment(s) to these bylaws shall be adopted by vote, in person, by a two third (2/3) majority of the entire membership of the Board of Directors eligible to vote.