

BY - LAWS
OF
THE FACULTY STUDENT ASSOCIATION
OF
STATE UNIVERSITY COLLEGE AT FREDONIA, NEW YORK, INC.

**A corporation governed by the Not-for-Profit
Corporation Law of the State of New York**

ARTICLE I. NAME AND PURPOSE

Section 1. Name: The name of the corporation is the Faculty Student Association of State University, College at Fredonia, New York, Inc. (the “Corporation”).

Section 2. Purpose: The general purposes of the Corporation, within the meaning of Section 501(c) (3) of the Internal Revenue Code and the regulations promulgated there under, are to establish, operate, manage and promote educationally related services for the benefit of the campus community, including faculty, staff, students and alumni, in harmony with the educational mission and goals of the State University College at Fredonia (the “University”).

ARTICLE II. COMMUNITY MEETINGS

Section 1. Annual Meeting: The Corporation will conduct an annual community meeting each academic year during the spring semester, at such time and at such place as the notice of the meeting shall specify.

Section 2. Notice of Annual Meeting: Written notice of the annual community meeting shall be given (a) by publication, in a newspaper published in Chautauqua County, once a week for three (3) successive weeks next preceding the date of the meeting, (b) by posting of

such notice on not less than ten (10) bulletin boards at various locations on the University campus, (c) by giving such notice, personally or by mail, to the President of the Student Association, the Chairperson of the University Senate, the Director of Alumni Affairs, the designated individual for notice to the classified staff, the Chief Administrative Officer of the University and to all members of the Board of Directors and (d) by posting of such notice on the FSA web page. If mailed, such notice shall be deposited in the United States mail, with first class postage thereon prepaid, directed to the addressee at his or her address as it appears on the records of the Corporation. The notice shall state the place, date and hour of the meeting.

ARTICLE III. DIRECTORS

Section 1. Management of Corporate Affairs: Except as otherwise provided by law, the certificate of incorporation of the Corporation or these by-laws, the activities, property and affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number: The Board of Directors shall consist of fifteen (15) directors selected from five constituent groups (student, faculty, administration, classified staff, and alumni). Each director shall be a member of the constituent group he or she represents and shall be at least eighteen (18) years of age. At no time shall any director of the Corporation also be an employee of the Corporation. The five constituent groups shall be represented as follows:

Students	7
Faculty	3
Administration	3
Classified Staff	1
Alumni	1
Total	15

At no time shall any single constituency have more than 50% of the board membership nor shall the student constituency have less than 1/3 the membership on the Board.

Section 3. Selection and Qualification:

a. Student Directors: The seven (7) student directors shall be selected by a method determined by the Student Association and written in its statutes. They shall hold office for one-year terms beginning September 1 of the year of their selection and ending August 31 of the following year or until their successors have been duly selected and qualified. The President of the Student Association shall submit nominations to the Faculty Student Association Board of Directors. Upon a majority vote of no less than (10) directors present, the selection of student directors shall be certified. The Executive Director of the Corporation shall thereupon immediately notify said persons in writing of their selection.

b. Faculty Directors: Three (3) faculty directors, at least two (2) of whom shall be instructional/teaching faculty members, shall be selected by a method determined by the faculty and written in its bylaws. The faculty directors shall hold office for two-year terms beginning September 1 of the year of their selection and ending August 31 two years hence, or until their successors have been duly selected and qualified. The Chair of the University Senate shall certify the selection of the faculty directors to the president of the Corporation with a copy to the Executive Director of the Corporation who shall thereupon immediately notify said persons in writing of their selection.

c. Administration Directors: The three (3) directors from the administration shall be the Chief Administrative Officer of the University, or his or her designee,

and two additional officers of the administration appointed by the Chief Administrative Officer of the University. The Chief Administrative Officer or designee is an ex-officio voting member of the Board of Directors. These directors shall hold office for one-year terms beginning September 1 of the year of their appointment and ending August 31 of the following year, or until their successors have been duly appointed and qualified. The Chief Administrative Officer of the University shall certify their appointment to the President of the Corporation with a copy to the Executive Director of the Corporation who shall thereupon immediately notify said persons in writing of their appointment.

d. Classified Staff Director: The one (1) classified staff director shall be appointed by the CSEA Local President. He or she shall hold office for a two-year term beginning September 1 of the year of his or her selection and ending August 31 two years hence, or until his or her successor has been duly appointed and qualified. The CSEA Local President shall certify the appointment of the classified staff director to the President of the Corporation with a copy to the Executive Director of the Corporation who shall thereupon immediately notify said person in writing of the appointment.

e. Alumni Director: The one (1) alumni director shall be selected by the Alumni Board of Directors and recommended to the President of the University for his or her approval. He or she shall hold office for a two-year term beginning September 1 of the year of his or her selection and ending August 31 two years hence, or until his or her successor has been duly selected and qualified. The President of the University shall certify the appointment of the alumni director to the President of the Corporation with a copy to the Executive Director of the Corporation who shall thereupon immediately notify said person in writing of the appointment.

f. Qualification: For purposes of these by-laws, a director shall be qualified when he or she has been duly selected or appointed and has filed a written acceptance with the President of the Corporation with a copy to the Executive Director of the Corporation within two (2) weeks following his or her receipt of notice of selection or appointment from the President or Executive Director of the Corporation.

Section 4. Duties and Meetings: The Board of Directors shall manage the Corporation, including its property, business and affairs. The Board of Directors normally meets monthly during the academic year, with one meeting in the spring semester designated by the board as the annual organizational meeting. The board shall have the power to hold meetings at such other times and places as it deems advisable. It shall 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 Corporation. Meetings of the Board of Directors may be called by the President whenever he or she deems it advisable and meetings shall be called by the President upon written request of any three (3) members of the Board of Directors.

Section 5. Notice of Meetings: Except as expressly provided otherwise in these by-laws, notice of each meeting stating the time and place thereof shall be given by the President, Secretary or any member of the Board to each member of the Board personally, by campus mail, or by first class mail, postage prepaid, at his or her residence or usual business address, not less than ten (10) business days before the date of the meeting. The ten (10) business days shall begin to run on the date that the notice is placed in the campus mail or United States mail by the Corporation. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting. The attendance of any director at

any meeting, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by him or her. The notice of any meeting of the Board of Directors need not specify the purpose or purposes for which the meeting is called, except where otherwise provided in these by-laws.

Section 6. Agenda: The agenda of purpose or purposes for each meeting of the Board of Directors should be given to the Board of Directors not less than two (2) days prior to the Board of Directors meeting.

Section 7. Quorum and Action by the Board: At all meetings of the Board of Directors a quorum shall be required for the transaction of business and, except where expressly provided otherwise in these by-laws, shall consist of not less than eight (8) directors, and the vote of the majority of the directors present shall decide any question that may come before the meeting except as expressly provided otherwise in these bylaws. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time or place without notice other than announcement at the meeting of the time and place to which the meeting is adjourned.

Section 8. Action without a Meeting: Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution, and the written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or the committee.

Section 9. Presence at Meeting by Telephone: Members of the Board of Directors or any committee thereof may participate in a meeting of such board or committee by

means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting for all purposes including the right to vote thereat.

Section 10. Removal: Any director may be removed, with cause, at any meeting of the Board of Directors, notice of which shall have referred to the proposed action, by two-thirds vote of the total number of directors. In no event shall the director being the subject of removal be permitted to vote on the issue of his or her removal at any meeting of the Board of Directors. Unexcused absence from two meetings of the Board of Directors shall, without limitation, be cause for removal. Each constituent group may remove, with or without cause, its own directors according to the constituent groups' own procedures. Such removal shall not become effective until written notification thereof is given to the President or the Secretary of the Corporation, with a copy to the Executive Director of the Corporation.

Section 11. Resignations: Any director of the Corporation may resign at any time by giving his or her resignation to the President or the Secretary of the Corporation, with a copy to the Executive Director of the Corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 12. Vacancies: Whenever a vacancy shall occur in the Board of Directors, such vacancy shall be filled by the constituency or officer responsible for the selection or appointment of the director whose position is vacant in accordance with the process outlined in Section 3. The secretary or other designated individual of the constituency or the Chief

Administrative Officer of the University in the case of administrative staff directors, shall certify the selection or appointment of a director selected or appointed to fill a vacancy to the President of the Corporation with a copy to the Executive Director of the Corporation who shall thereupon immediately notify such person of his or her selection or appointment. A director selected or appointed to fill a vacancy shall file a written acceptance with the President of the Corporation with a copy to the Executive Director of the Corporation within two weeks following his or her receipt of notice of selection or appointment from the President or Executive Director of the Corporation.

In the event of an increase in the authorized number of directors, the additional director or directors shall be selected or appointed by the constituency or officer responsible for the selection or appointment of directors for the constituent group in which the number of directors has been increased.

Section 13. Compensation: No director shall receive, directly or indirectly, for the performance of his or her duties as a director, any salary, compensation, or emolument from the Corporation for any services performed in such capacity. Directors may be reimbursed for reasonable out-of-pocket expenses incurred directly in the performance of their official duties as a director, in effecting or carrying out one or more of the authorized corporate purposes of the Corporation, upon presentation of a written statement thereof to the Corporation, accompanied by receipts, and subject to approval by the Board.

Section 14. Contracts with Corporation. No director shall be interested, directly or indirectly, in any contract relating to the operations of the Corporation, nor in any contract for furnishing supplies thereto, unless authorized by the vote of a majority of the entire

Board not including the vote of the interested director or directors, after full disclosure by such director in good faith of the material facts as to such interest, or as otherwise provided by law.

Section 15. Guidelines: All actions of the Board of Directors must be consistent with the State University of New York Auxiliary Services Guidelines promulgated by the Board of Trustees of the State University of New York, as amended from time to time or any successor guidelines thereto.

ARTICLE IV. COMMITTEES OF DIRECTORS

Section 1. Executive Committee: The Board of Directors, by resolution or resolutions adopted by a majority of the entire Board shall designate from among its members an Executive Committee. The Executive Committee shall include the President and shall have three (3) additional members of the Board designated by the Board of Directors so that, together, these four (4) members shall generally reflect the composition of the Board of Directors by having one (1) administrative staff director, one (1) faculty director, and two (2) student directors comprising the members of the Executive Committee. In addition, any other officers of the Corporation shall serve on the Executive Committee, ex-officio, except that the Executive Director shall be a non-voting member of the Committee. The President shall serve as chairperson of the Executive Committee. In the interim between meetings of the Board of Directors, the Executive Committee shall have the authority of the Board of Directors, except as otherwise provided by law, and shall serve at the pleasure of the Board of Directors. The Executive Committee must have its full designated membership to be present in order to have quorum.

Section 2. Designation of Other Committees: The Board of Directors, by resolution or resolutions adopted by a majority of the entire Board, may designate committees from the members of the Board. Each Committee shall consist of three (3) or more directors. The Board may designate one or more directors as alternative members of any such committee, who may replace any absent member or members at any meeting of such committee. The Board may appoint or select a chairperson of each committee. The committee so designated shall have such name as may be provided from time to time in a resolution or resolutions duly adopted by the Board of Directors, shall serve at the pleasure of the Board of Directors, and shall have to the extent provided in such resolution or resolutions adopted by the Board of Directors, all the authority of the Board of Directors, except as otherwise provided by law.

Section 3. Acts and Proceedings: All acts done and power and authority conferred by the Executive Committee from time to time within the scope of its authority shall be, and may be deemed to be, and may be specified as being an act under the authority of the Board of Directors. The Executive Committee and each of the other committees shall report regularly to the Board of Directors and the Executive Committee shall keep minutes of its proceedings.

Section 4. Meetings of Committees: Committees of directors shall meet at such times and places as the chairperson of the Committee shall determine and the notice of the meeting shall specify. Meetings of committees of directors shall be governed by the provisions of Article IV of these by-laws which govern meetings of the Board of Directors.

ARTICLE V. OFFICERS

Section 1. Officers: The Board of Directors shall, at each annual organizational meeting of the Board of Directors, appoint or elect a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board of Directors may from time to time appoint or elect such additional officers as it may determine including, without limitation, an Executive Director. Such additional officers shall have such titles and such authority and perform such duties as the Board of Directors may from time to time prescribe. All officers, except the Executive Director, shall be directors of the Corporation. At no time shall the Chief Administrative Officer of the University be an officer of the Corporation.

Section 2. Term of Office: The President, each vice President, Secretary and Treasurer shall, unless otherwise determined by the Board of Directors, hold office until the next annual organizational meeting of the Board and until their successors have been duly elected or appointed and qualified. The Executive Director shall serve at the pleasure of the Board of Directors. Each additional officer appointed or elected by the Board of Directors shall hold office for such term as shall be determined from time to time by the Board of Directors and until his or her successor has been appointed or elected and qualified.

Section 3. Removal: Any officer may be removed, or have his or her authority suspended by the Board of Directors at any time, with or without cause, by a two-thirds vote of the total number of directors at any meeting of the Board, notice of which shall have referred to the proposed action.

Section 4. Vacancies: If the office of any officer becomes vacant for any reason, the Board of Directors shall have the power to fill such vacancy.

Section 5. The President: The President shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Board of Directors. He or she shall also have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board of Directors.

Section 6. The Vice Presidents: Each Vice President may be designated by such title as the Board of Directors may determine, and each vice President in such order of seniority as may be determined by the board, shall in the absence or the disability of the President or at his or her request, perform the duties and exercise the powers of the President. Each Vice President shall also have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board of Directors.

Section 7. The Secretary: The Secretary shall have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board of Directors.

Section 8. The Treasurer: The Treasurer shall have the care and custody of all the monies and securities of the Corporation. He or she shall cause to be entered in the books of the Corporation to be kept for that purpose, full and accurate amounts of all monies received by him or her and paid by him or her on account of the Corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the Board of Directors or by the laws of the United States or any state or country, and shall perform such other duties as shall usually pertain to his or her office or as are properly required of him or her by the Board of Directors.

Section 9. Executive Director: The Executive Director shall be responsible for the day-to-day service operations of the Corporation and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Board of Directors.

Section 10. Officers Holding Two or More Offices: Any two or more offices may be held by the same person, except the offices of the President and Secretary, but no officer shall execute or verify any instrument in more than one capacity if such instrument be required by law or otherwise to be executed or verified by two or more officers.

Section 11. Duties of Officers May be Delegated: In case of the absence or disability of any officer of the Corporation or in case of a vacancy in any office or for any other reason that the Board of Directors may deem sufficient, the Board, except as otherwise provided by law, may temporarily delegate the powers or duties of any officer to any other officer or to any director.

Section 12. Resignation: Any officer may resign at any time by giving his or her resignation to the Board of Directors, the President or the Secretary of the Corporation and with a copy to the Executive Director of the Corporation. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 13. Compensation: No officer of the Corporation shall receive, directly or indirectly, for the performance of his or her duties as an officer, any salary, compensation or emolument from the Corporation, with the exception of the Executive Director who shall receive a salary in accordance with any provisions governing his or her employment. Any officer shall

be entitled to receive reimbursement from the Corporation for out-of-pocket expenses directly incurred by such officer while performing his or her duties as an officer of the Corporation, upon presentation of a written statement thereof to the Corporation accompanied by appropriate receipts, subject to the approval of the Board of Directors.

Section 14. Security: The Board of Directors may require any officer, agent or employee of the Corporation to give security for the faithful performance of his or her duties, in such amount as may be satisfactory to the Board. Such security may be in the form of a fidelity bond obtained by the Corporation at its expense.

ARTICLE VI. INDEMNIFICATION OF DIRECTORS OFFICERS

Section 1. Right of Indemnification: Each director and officer of the Corporation, whether or not then in office, and any person whose testator or intestate was such a director or officer, shall be indemnified by the Corporation for the defense of, or in connection with, any threatened, pending or completed actions or proceedings and appeals therein, whether civil, criminal, administrative or investigative, in accordance with and to the fullest extent permitted by the Not-for-Profit Corporation Law of the State of New York or other applicable law, as such law now exists or may hereafter be adopted or amended; provided, however, that the Corporation shall provide indemnification in connection with an action or proceeding (or part thereof) initiated by such a director or officer only if such action or proceeding (or part thereof) was authorized by the Board of Directors.

Section 2. Advancement of Expenses: Expenses incurred by a director or officer in connection with any action or proceeding as to which indemnification may be given under Section 1 of this Article may be paid by the Corporation in advance of the final disposition

of such action or proceeding upon (a) the receipt of an undertaking by or on behalf of such director or officer to repay such indemnification in case such director or officer is ultimately found not to be entitled to indemnification as authorized by this Article and (b) approval by the Board of Directors acting by a quorum consisting of directors who are not parties to such action or proceeding. To the extent permitted by law, the Board of Directors shall not be required to find that the director or officer has met the applicable standard of conduct provided by law for indemnification in connection with such action or proceeding before the Corporation makes any advance payment of expenses hereunder.

Section 3. Availability and Interpretation: To the extent permitted under applicable law, the rights of indemnification and to the advancement of expenses provided in this Article (a) shall be available with respect to events occurring prior to the adoption of this Article, (b) shall continue to exist after any rescission or restrictive amendment of this article with respect to events occurring prior to such rescission or amendment, (c) shall be interpreted on the basis of applicable law in effect at the time of the occurrence of the event or events giving rise to the action or proceeding or, at the sole discretion of the director or officer (or, if applicable, at the sole discretion of the testator or intestate of such director or officers seeking such rights), on the basis of applicable law in effect at the time such rights are claimed and (d) shall be in the nature of contract rights that may be enforced in any court of competent jurisdiction as if the Corporation and the director or officer for whom such rights are sought were parties to a separate written agreement.

Section 4. Other Rights: The rights of indemnification and to the advancement of expenses provided in this Article shall not be deemed exclusive of any other rights to which any director or officer of the Corporation or other person may now or hereafter be otherwise

entitled, whether contained in the certificate of incorporation, these by-laws, a resolution of the Board of Directors or any agreement providing for such indemnification, the creation of such other rights being hereby expressly authorized. Without limiting the generality of the foregoing, the rights of indemnification and to the advancement of expenses provided in this Article shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any director or officer of the Corporation or other person in any action or proceeding to have assessed or allowed in his or her favor, against the Corporation or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

Section 5. Severability: If this Article or any part hereof shall be held unenforceable in any respect by any court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable, and the remainder of this Article shall remain fully enforceable.

ARTICLE VII. ASSETS AND FUNDS

Section 1. Ownership: No director, officer, employee or any other private individual shall have any right, title or interest in any of the assets or funds of the Corporation. All assets and funds of the Corporation shall be owned exclusively by the Corporation.

Section 2. Net Earnings: No officer, director, employee, or any other private individual shall receive any part of the net earnings or profits of the Corporation.

Section 3. Corporation Funds: The funds of the Corporation shall be deposited in its name with such bank, or banks, trust company or trust companies, as the Executive Director and/or Controller may from time to time designate. All checks, notes, drafts and other

negotiable instruments of the Corporation shall be signed by such officer or officers, employee or employees, agent or agents or such other person or persons as the Board of Directors may from time to time authorize to so act. The Board may contract with independent investment and reinvestment advisors, investment counsel or managers, banks, or trust companies to act in place of the board in investment and reinvestment of the Corporation's funds, and may also authorize the payment of reasonable compensation for investment advisory or management services, advisors, investment counsel or managers, banks or trust companies, so to act. Each contract pursuant to which authority is so delegated shall provide that it may be terminated by the board at any time, without penalty, upon no more than sixty (60) days notice. However, at no time shall any of the Corporation's funds be used for the purchase of real estate for the purpose of investment or speculation, or any other investment expressly prohibited by the guidelines referred to in Article III Section 15 of these by-laws.

Section 4. Voting of Securities Held by the Corporation: Stocks or other securities owned by the corporation may be voted in person or by proxy as the Board of Directors shall specify. In the absence of any direction by the Board of Directors, such stocks or securities shall be voted by the President as he or she shall determine.

Section 5. Books and Records: All books, records and accounts of the Corporation shall be maintained for six (6) years and shall be subject to examination and audit by the State University of New York and the Comptroller of the State of New York at any time.

Section 6. Dissolution: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the just debts, obligations and liabilities of the Corporation, dispose of all of its assets by transfer to the

University or with the written consent of the University 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 under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto, as in the judgment of the Board of Directors is best qualified and competent to promote the purposes of the University and the educationally related activities of its faculty and students.

Section 7. Loans to Directors or Officers: No loans shall be made by the Corporation to its directors or officers.

Section 8. Gifts: The Board of Directors, the Executive Committee, or any authorized officer, employee or agent of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for any general or special purpose or purposes of the Corporation. However, the Corporation shall not actively solicit gifts, devices or bequests, pursuant to the prohibition provided in the guidelines referred to in Article III Section 15 of these by-laws.

Section 9. Income from Corporation Activities: All income from activities of the Corporation shall be applied to the maintenance, expansion or operation of the lawful activities of the Corporation.

ARTICLE VIII. AMENDMENTS TO BY-LAWS

The by-laws of the Corporation may be adopted, amended or repealed at any meeting of the Board of Directors at which at least ten (10) directors are present, notice of which detailed the proposed action, by a two-thirds (2/3) vote of those present. Any such adoption, amendment or repeal must be recorded in writing to the Chief Administrative Officer of the University and the Vice Chancellor for Finance and Business of the State University of New York (the "Vice Chancellor") sixty (60) days before it is to become effective and it shall not take effect without the written approval of both the Chief Administrative Officer of the University and the Vice Chancellor.



8-10-12

As amended on April 30, 2012.