



**BY-LAWS
OF THE BOARD OF TRUSTEES
STATE UNIVERSITY OF NEW YORK**
(As Amended March 28, 2012)

ARTICLE I

BOARD OF TRUSTEES

- (1) *Powers.* The Board of Trustees shall govern the University and shall exercise all of its corporate powers.
- (2) *Composition: Term: Vacancies.* The Board shall consist of eighteen members, fifteen of whom shall be appointed by the Governor of the State of New York by and with the advice and consent of the Senate of the State of New York, one of whom shall be the president of the Student Assembly of the State University, ex-officio and voting, one of whom shall be the president of the University Faculty Senate, ex-officio and non-voting, and one of whom shall be the president of the Faculty Council of Community Colleges, ex-officio and non-voting. One member of the Board shall be designated by the Governor as Chairman and one as Vice Chairman. Vacancies in the membership of the Board shall be filled for the unexpired term in the same manner as original appointments.
- (3) *Quorum.* At all meetings of the Board eight members shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Board, except as otherwise specifically required by law or by these By-Laws; provided, that a majority of the members present at any meeting, although less than a quorum, may adjourn the meeting from time to time without notice other than announcement at the meeting.
- (4) *Meetings: Notice, Agenda.* Regular meetings of the Board shall be held at such time and place as shall be determined by the Board. Special meetings may be called at any time by the Chairman, the Vice Chairman or by any eight members by petition, and shall be held at such time and place as may be fixed in the call of such meetings. At least seven days' notice of every meeting shall be mailed by the Secretary of the Board to the usual address of each Trustee, unless such notice be waived by a majority of the Board. Resolutions for the consideration of the Board of Trustees must be mailed to the usual address of each Trustee no less than seven days prior to a meeting, unless the chair shall make available in writing on the day of the meeting the facts which necessitate an immediate vote. The agendas for such meetings shall be available three days prior to the meetings and

shall be considered public records.

- (5) *Chairman and Vice Chairman.* The Chairman shall exercise the usual functions of a presiding officer and shall have such other powers and duties as may be conferred by the Board. The Chairman shall be ex officio a member of all standing and special committees of the Board. In the absence or disability of the Chairman, the Vice Chairman shall perform the duties and exercise the powers of the Chairman.

- 6) *Non-voting Members.* A non-voting member shall not be included in the number of members required to constitute a quorum of the Board or any of its committees, and the presence of a non-voting member shall not be counted to determine whether a quorum is present for a meeting of the Board or any of its committees. Whenever in these By-Laws reference is made to an act of the majority of members, an act of the majority of members shall mean an act of the majority of members other than the non-voting member(s). A non-voting member may chair a committee of the Board, and as chair may exercise the usual functions of a presiding officer, including making or seconding resolutions, but may not vote upon resolutions.

ARTICLE II

EXECUTIVE COMMITTEE

- (1) *Composition: Term: Vacancies.* There may be, whenever the Board of Trustees shall by the vote of a majority of the total membership of the Board so determine, an Executive Committee composed of not less than five members of the Board of Trustees, who shall be elected by the Board. The student member of the Board shall be a member of such Committee. The members elected by the Board shall be chosen at its regular June meeting on nomination of the Chairman or from the floor. Such elected members shall hold office for one-year terms to commence the July first following such meeting, or until their successors are elected and shall qualify. Vacancies in the unexpired terms of such elected members shall be filled by the Board.

A majority of the whole Committee, but in any event not less than four members, attending shall constitute a quorum for the transaction of business and the act of a majority of the members of the Executive Committee present at any meeting thereof shall be the act of the Committee.

- (2) *Secretary.* Unless otherwise specified by the Board or Executive Committee, the Secretary of the Corporation shall be the Secretary of the Executive Committee. It shall be the duty of the Secretary to keep a record of the proceedings of the Executive Committee and to have a copy thereof sent to each member of the Board.
- (3) *Meetings.* The Executive Committee shall determine the dates and places of its regular meetings and the notice, if any, thereof. Special meetings may be called by its chairman, the Chairman of the Board, or by any three members thereof. Not less than three days' notice of special meetings shall be given the members, except that any notice may be waived by all the members either before or after the meeting.
- (4) *Powers.*
 - (A) The Executive Committee shall have general authority to transact business of State University between meetings of the Board, and to transact such other business for the Board as the Board of Trustees may authorize subject to the following limitations:
 - (i) It shall not take action inconsistent with the established policies of the Board or actions which affect the fixed duties of other standing committees of the Board; and
 - (ii) It shall not take any actions for which a specified number of votes or a vote by ballot by the Board is required by statute or these By-Laws; and
 - (iii) It shall not take any action to grant degrees or to make removals from office.

ARTICLE III

COMMITTEES

The Chairman or Board of Trustees may establish and constitute such standing and special committees as the Chairman or Board may from time to time deem desirable, to function until discharged by the Chairman or the Board, as the case may be.

ARTICLE IV

OFFICERS

The Board shall appoint its own officers and staff, prescribe the duties of such employees, and fix their compensation within the appropriations prescribed therefor.

ARTICLE V

OFFICES

- (1) *Principal Office.* The principal office of the University shall be located in Albany, New York.
- (2) *Other Offices.* The University may also have such other offices within the State of New York as may from time to time be designated by the Board of Trustees.

ARTICLE VI

SEAL

The corporate seal of the University shall be in such form as shall be adopted by the Board of Trustees.

ARTICLE VII

FISCAL YEAR

The fiscal year of the University shall be July 1 to June 30, inclusive.

ARTICLE VIII

BALLOTS

Whenever in these By-Laws a vote by ballot is prescribed, such ballots will not be by any single vote cast by one person but by the ballots of all qualified voters who are present and voting, and voting shall be in such manner that it shall not be known for what candidate or candidates any particular voter casts his ballot.

ARTICLE IX
AMENDMENTS

These By-Laws may be amended at any meeting of the Board of Trustees, but only by the concurrent vote of a majority of the total membership of the Board, and provided that the members of the Board shall have been notified in advance of the meeting as to the substance of the amendments to be presented.