ARTICLE 1 - NAME, MISSION, PURPOSE

Section 1 – In General

The name of the organization shall be The State University of New York Distinguished Academy, hereafter referred to as the Distinguished Academy.

Section 2 - Mission

The Distinguished Academy, founded in 2012 by the SUNY Chancellor and SUNY Board of Trustees, honors the accomplishments of all those who hold Distinguished Faculty rank and enable Distinguished Faculty to raise and ensure academic excellence within the State University of New York. Members of the Academy will serve as role models to the SUNY community at large and provide service and leadership within their own campus communities, campuses other than their own, and university wide.

As an organization, the Distinguished Academy seeks to ensure that all who hold the Distinguished Rank or Honor carry and assume responsibility, over and above that to their own campus, to the State University as a whole.

Section 3 - Purpose

The purpose of the Distinguished Academy is to:

- harness the collective talent and potential of SUNY Distinguished faculty through task oriented committees at an annual in-person Distinguished Academy meeting;

- enable Distinguished Faculty to offer lectures and seminars for students and scholars, on campuses of the University other than their own or delivered electronically, and undertake other activities requested of them, consistent with their areas of expertise;

- encourage Distinguished Faculty, when asked by the Chancellor or a member of the Chancellor's staff, or at the request of a campus President, to help raise or ensure academic excellence within the State University;
enable Distinguished Faculty to function as role models to the SUNY community at large and devote appropriate service to University-wide activities, both ceremonial and professional, on campuses other than their own when requested to do so by the Chancellor; and,

strive to honor the accomplishments of all Distinguished Faculty.

ARTICLE II - MEMBERSHIP

Section 1 – Active and Emeritus Members

Distinguished Academy members shall be all Distinguished Faculty that have been so appointed by the SUNY Board of Trustees. The Distinguished Faculty appointment process is described in Appendix I of these Bylaws.

Active Members are defined as those Distinguished Academy members who are working within SUNY and have not resigned, retired, or been terminated.

Emeritus Members are defined as those Distinguished Academy members who are retired or who no longer have continuing appointment within SUNY.

Honorary Members are defined as Medallion of Distinction recipients.

ARTICLE III – ANNUAL MEETING AND VOTING PROCEDURES

Section 1 – Annual Meeting

The annual meeting of the Distinguished Academy shall take place at a time and place determined by the Board and the SUNY Chancellor, or her or his designee.

Section 2 – Notice and Agenda

Notice and the agenda of each meeting shall be given to each Distinguished Academy member, by email or by mail, not less than ten days before the meeting.
Section 3 - Voting

Information and discussion relevant to a vote will be distributed by email or mail at least ten days in advance of the annual meeting.

Active members will vote on proposals, including proposed amendments to the Bylaws, at the annual meeting. Voting will remain open electronically, for those unable to attend, for one week following the annual meeting.

Changes to the Bylaws and all other issues must be by a majority of active members of the Distinguished Academy casting a vote.

ARTICLE IV - GOVERNING BOARD

Section 1 - Governance

The Distinguished Academy will be governed by the Chancellor and a board representing all those with a Distinguished rank.

Section 2 - Board

The name of the governing board shall be the Board of the State University of New York Distinguished Academy, hereafter referred to as the Board.

Section 3 - Powers and Duties of the Board

The powers and duties of the Board are to:

- develop appropriate ways for all Distinguished faculty to help enhance academic excellence within the State University;

- develop ways to honor the accomplishments of all Distinguished faculty;

- develop ways to increase opportunities for engagement, collaboration, communication and networking for Distinguished Academy members;

- strive to enhance the visibility of the Distinguished academy within SUNY and in the community at large;

- report Distinguished Academy actions and activities to the SUNY Chancellor;
• form Distinguished Academy Working Groups and Committees to pursue issues of interest to the Distinguished Academy and/or to the SUNY Chancellor;

• create agendas and organize the annual Distinguished Academy meeting and any special meetings deemed necessary;

• advocate for appropriate resources for the Distinguished Academy; and

• propose bylaw changes for approval by the Distinguished Academy.

ARTICLE V - BOARD MEMBERSHIP

Section 1 - Members

Application for membership on the Board shall be open to all members of the Distinguished Academy, including Emeritus members.

Section 2 - Size

The Board shall have up to fifteen but no fewer than ten members. Board members shall receive no compensation other than reimbursement of reasonable expenses.

Section 3 - Majority Vote

Members of the Executive Committee shall be approved by a majority vote of the active members of the Distinguished Academy as described in the voting procedures in Article III.

Section 4 - Terms

All Board members shall be elected for terms of three years and are eligible for re-election, though no Board member shall serve more than three consecutive three-year terms. The initial election for membership in the Board shall be to staggered terms so as to provide both change and continuity in its membership.

Section 5 - Voting Privileges

All Board members will have voting privileges on matters brought before the Board for a vote.
ARTICLE VI - BOARD OFFICERS

Section 1 - Officers

The officers of the Board shall be a Chair, a Vice-Chair, and a Secretary/Treasurer.

Section 2 - Terms

All Board officers shall have equal staggered appointments for a term of three years, and be eligible for re-election. However, no Board officer shall serve more than two consecutive three-year terms.

Section 3 - Election

The officers of the Board shall be elected by the members of the Board at the Board Meeting held at the annual Distinguished Academy meeting. Candidates may be nominated by any member of the Board or may nominate themselves.

Section 4 - Duties

The Chair shall convene regularly scheduled Board meetings, create the agenda for each meeting, and preside at each meeting.

The Vice-Chair will chair committees on special subjects as designated by the Board and preside at Board meetings in the Chair’s absence.

The Secretary/Treasurer shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, keeping track of terms served by Board members, assuring that all other Board records are maintained, and other secretarial duties as assigned by the Chair.

The Secretary/Treasurer will work with the SUNY Provost Office liaisons (or Chancellor designee) on budgetary matters and provide to the Board and the Distinguished Academy periodic reports.
ARTICLE VII - MEETINGS OF THE BOARD

Section 1 - Number of Meetings

The Board will meet a minimum of four times per year by either teleconference or in person, as deemed appropriate by the Chair in consultation with the SUNY Chancellor or her or his designee.

Section 2 - Special Meetings

Special meetings may be called by the Chair or a simple majority of Board members.

Section 3 - Notice and Agenda

Notice and the agenda of each meeting shall be given to each Board member, by email or by mail, not less than ten days before the meeting.

Section 4 - Chancellor Attendance

The Chancellor or her or his designee is invited to attend all meetings of the Board.

ARTICLE VIII - COMMITTEES

Section 1 - Creation of Committees

The Chair, with approval of the Board, may create committees as needed. All committee members will have voting privileges on matters brought before their respective committees for a vote.

Section 2 - Nominating Committee

Each year, the Chair of the Board will select a Nominating Committee comprised of members of the Board and three at-large members from the different Distinguished ranks. The Nominating Committee will be responsible for nominating a slate of Academy members for election to the Board, at least 30 days in advance of the annual meeting. The Nominating Committee will strive to ensure that the Board is representative of all those with Distinguished rank.
Section 3 - Program Committee

Each year, the Chair of the Board will select a Program Committee to organize the annual Distinguished Academy meeting.

The Program Committee will be comprised of the following members: Board Chair; Board Vice-Chair; immediate past chair of the Board; four members of the Board representing each Distinguished Academy category; and two at-large members selected by the Board chair.

ARTICLE IX - RESOLUTIONS

All resolutions adopted by the Board or the full Distinguished Academy are not binding upon SUNY unless approved by the Chancellor or designee or the SUNY Board of Trustees.

ARTICLE X - AMENDMENTS

These Bylaws may be amended, when necessary, by a majority of the active Distinguished Academy members casting a vote. Proposed amendments must be submitted at least 30 days prior to the annual meeting, either by the Board or individual members, to the Secretary to be sent out with regular Distinguished Academy announcements.

ARTICLE XI - PARLIAMENTARY AUTHORITY

Robert's Rules of Order (latest edition) shall guide, but not control, the conduct of the meetings of the Distinguished Academy and the Board in the absence of provision in these Bylaws.