



**THE STATE UNIVERSITY OF NEW YORK
DISTINGUISHED ACADEMY**

BYLAWS

**(Revised June 2023) and supersedes all prior versions of the bylaws) ARTICLE 1 - NAME, MISSION,
PURPOSE**

Section 1 – In General

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

Section 2 - Mission

The Distinguished Academy, founded in 2012 by the SUNY Chancellor (hereafter referred to as the Chancellor) and SUNY Board of Trustees, honors the accomplishments of all those who hold Distinguished Faculty rank and enables 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, on 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 in service to the University;
- 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 designee, 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

Distinguished Academy members shall be all active faculty who hold a Distinguished rank by virtue of their appointment by the SUNY Board of Trustees. The Distinguished Faculty appointment process is described in the *Distinguished Faculty Ranks Policies and Procedures*.

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 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

Proposed changes to the Bylaws, the slate of nominees and any other issues that would come before the members of the Distinguished Academy for vote must be submitted to the Chancellor for prior approval.

Any relevant materials must be distributed at the same time as the ballot, and voting on those measures can take place after a review period of at least ten days.

Members will vote on proposals, including proposed amendments to the Bylaws electronically, and the voting period will last for at least 14 days.

All matters coming to the body for a vote will be approved by a simple majority of the members of the Distinguished Academy casting a vote. That vote will be submitted to the Chancellor for endorsement.

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 Chancellor;
- form Distinguished Academy Working Groups and Committees to pursue issues of interest to the Distinguished Academy and/or to the 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 to the Chancellor for approval, and then submit 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.

Any positions not filled through nominations and voting processes (or for which the results of the voting are inconclusive) shall be filled by the Chancellor.

Section 2 - Size

The Board shall have up to fifteen but no fewer than ten members.

The composition of the Board will be distributed across the ranks of the Academy as follows: three to four Distinguished Professors; three to four Distinguished Service Professors; three to four Distinguished Teaching Professors; one Distinguished Librarian, and up to two at-large members. No more than two Board members may be elected from any single campus.

Section 3 – Majority Vote

Members of the Distinguished Academy Board shall be approved by a majority vote of the voting members of the Distinguished Academy as described in the voting procedures in Article III, subject to approval by the Chancellor.

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 two consecutive three-year terms. Board members shall begin on July 1st, or thereafter as practicable, and end on June 30th. Board terms shall be staggered to provide for both change and continuity in its membership. All board members serve at the will of the Chancellor.

Section 5 - Voting Privileges

All Board members will have voting privileges on matters brought before the Board for a vote.

Section 6 - Compensation

Board members shall receive no compensation other than reimbursement of reasonable expenses.

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 serve one-year terms and may be eligible for re-election, if their board term is continuing. However, no Board officer shall serve more than two consecutive one-year terms in a particular office.

A former Board officer may be eligible to serve in a different office; no Board member can be elected to serve again in a previously held officer position.

Section 3 – Election

The officers of the Board shall be elected by the members of the Board at the first Distinguished Academy Board meeting following the start of the new Board member's term. 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 or the Chair 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 performing 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 Chancellor or 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 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 and the Chancellor, or designee, may create committees as needed.

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, each from a different Distinguished rank category. 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. The Chancellor, or designee, will approve the slate.

Section 3 - Program Committee

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

Membership in the Program Committee will be drawn from the board itself and from the Distinguished Academy membership, and approved by the Chancellor or designee.

Section 4 – Terms

The term of each committee member shall be one year, though each may be reappointed for subsequent terms.

Section 5 – Voting Privileges

All committee members will have voting privileges on matters brought before their respective committees for a vote.

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 Distinguished Academy members casting a vote. Proposed amendments must be submitted at least 30 days prior to any ballot for approval by the Chancellor or designee.

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.

June 2, 2023