

**CONSTITUTION AND BY-LAWS  
OF THE  
SUFFOLK COMMUNITY COLLEGE ASSOCIATION, INC.**

**ARTICLE I**

Name and Incorporation

Section 1. The name of this corporation shall be the Suffolk Community College Association, Inc., (hereinafter called the Association).

Section 2. It is incorporated under the Membership Corporation Law (now known as the Not-For-Profit Corporation Law) of the State of New York.

Section 3. The principal office of the Association shall be at 533 College Road, Selden, L.I., New York.

**ARTICLE II**

Membership

Section 1. The members of the Association shall be the persons signing the Certificate of Incorporation and such other members as may be elected by a majority vote of the members present at the annual meeting.

**ARTICLE III**

Board of Directors

Section 1. The number of its Board of Directors shall not be less than six nor more than ten; nine to be elected at an annual meeting of the Association who shall serve, upon election, until their successors shall be duly elected; and the tenth member shall be the Student Trustee who will concurrently serve as a member of the Board of Directors of the Association. All members of the Board of Directors must be of legal age according to the Corporation Laws of the State of New York. The members of the Board of Directors designated in the Articles of Incorporation shall constitute the Board until the annual election. The President of Suffolk County Community College shall be a member ex-officio of the Board of Directors without vote.

Section 2. The terms of office of the Board of Directors shall be three years, or until successors are elected.

Section 3. Vacancies in the Board of Directors shall be filled by the Board of Directors for the unexpired term.

Section 4. The Board of Directors shall have the power and authority to manage, control, and direct the business affairs and activities of the Corporation; to appoint committees; to employ necessary personnel; to authorize proper expenditures; and to take such other measures as may be necessary or proper to carry out the provisions of the Charter of the Corporation and the Laws of the State of New York.

Section 5. A quorum of the Board of Directors for any meeting will consist of a majority of the Board of Directors.

Section 6. Liability as provided in Section 46 of the Membership Corporation Law; and, in the absence of fraud or bad faith, the Directors and former Directors shall not be personally liable for the debts, obligations or liabilities of the Association and shall be indemnified to the extent permitted by law.

Section 7. No Director shall receive any compensation from the Association for services performed in this official capacity, but Directors shall be reimbursed for reasonable expenses incurred in the performance of official duties.

Section 8. All funds of the Association shall be deposited in an account or accounts in the name of the Association in a bank or banks designated by the President of the Board of Directors and shall be used solely to pay the proper expenses of the Association. All books, records and accounts of the Association shall be audited yearly by a certified public accountant and a report of such audit submitted to the Board of Directors of the Association and the Board of Trustees of Suffolk County Community College.

#### ARTICLE IV

##### Officers

Section 1. The officers of the Board of Directors shall be a President, a Vice President, a Secretary, and such other officers as shall from time to time be provided by the By-Laws.

Section 2. The Board of Directors shall elect one of its members of the Board as President. The President shall preside at all meetings of the Board of Directors. He shall be elected for a term of one year, but shall continue in office until his successor shall be duly elected. He shall sign and execute, in the name and on behalf of the Association, all documents required to be executed by the Association, and shall perform such other duties as requested by the Board of Directors or as are reasonably incidental to his office.

Section 3. The Board of Directors shall elect one of the members of the Board as Vice President of the Association. The Vice President shall be elected for a term of one year, but shall continue in office until his successor shall be duly elected. He shall perform the duties of the office of the President in case of absence or inability of the President to act and such other duties as assigned by the President.

Section 4. The Board of Directors shall elect one of the members of the Board as Secretary. The Secretary shall be elected for a one-year term, but shall continue in office until his successor shall be duly elected. The Secretary shall take the minutes of all meetings and perform such other duties as assigned by the President.

#### ARTICLE V

##### Purpose

The purposes of this Association are:

- 1) To supplement, advance, enrich, operate and conduct in furtherance of the educational, research, social, cultural, recreational, welfare, living and financial facilities, activities and services for the students, community, alumni, faculty and staff of the Community College operated by the Board of Trustees of Suffolk County Community College, or any other institutions of higher education, which may succeed Suffolk County Community College, now located on three Campuses, Riverhead, Selden and Brentwood, New York, in any manner not inconsistent with law.

- 2) To promote and cultivate educational, social, cultural, and recreational relations among the students, community, alumni, and faculty of the Community College operated by the Board of Trustees of Suffolk County Community College, and to aid the students, alumni, faculty and staff of such college by assisting them in every way possible in their study, work, living and extracurricular activities.
- 3) To receive property or funds through gifts or bequests or a fee assessed upon students, to buy, sell, rent and hold property, all for the purposes above set forth.
- 4) To solicit gifts of property or funds with the advance approval of the President of the College.
- 5) To expend funds derived from the College Fee for purposes specified in Board resolution 71.101 and other Board resolutions.
- 6) The corporation has not been formed for pecuniary, profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to, or inures to the benefit of its member, directors, or officers except to the extent permitted under the Not-For-Profit Corporation Law of the State of New York.

#### ARTICLE VI

Board of Directors Meeting  
April 10, 2003-Attachment A-1

#### Advisory Committees

Section 1. There shall be an Advisory Committee for each area of the Association as needed, including, but not limited to, Campus and College Association Advisory Committees, Campus and College Children's Learning Center Advisory Committees, and a Dining Services Advisory Committee. The membership and purpose of such Advisory Committees, as well as the establishment of additional Advisory Committees, shall be authorized by appropriate action of the Board of Directors.

Section 2. The purpose of the Campus Association Advisory Committees shall be to make recommendations to the Board of Directors regarding the allocation of campus funds within the major areas of the Association, including Campus Activities, Theatre, Athletics, Publications, and Child Care. Campus funds shall consist of the College Fee, receipts from sponsored events and fundraising activities, and income earned on deposits of such receipts and the College Fee. The purpose of the College Association Advisory Committee shall be to make recommendations to the Board of Directors on all collegewide matters, such as changes in the College Fee, the Association Business Office budget, stipend schedules, salary increases, and Association policies and procedures.

Section 3. The purpose of the Campus Children's Learning Center Advisory Committees shall be to make recommendations to the Board of Directors on all matters specific to the operation of the Children's Learning Center on that campus, such as personnel issues, budget development, major purchases, and operational issues. The purpose of the College Children's Learning Center Advisory Committee shall be to make recommendations to the Board of Directors on all collegewide matters, such as personnel policies, child care fees, policies and procedures, and salary increments.

Section 4. The purpose of the Dining Services Advisory Committee shall be to make recommendations to the Board of Directors on matters pertaining to the Dining Services operation on the Eastern Campus, such as budgetary and personnel issues, policies and procedures, service issues, and salaries.

Section 5. The Advisory Committees shall meet from time to time as necessary. A quorum of the Advisory Committee for any meeting shall consist of a majority of its members.

Section 6. The recommendations of the Campus Advisory Committees shall be submitted by the Chairperson of the Committee to the Campus Executive Dean for consideration, with subsequent presentation to the Vice President for Student Affairs and the President of the College, and eventually to the Board of Directors of the Association for final approval. The recommendations of the College Advisory Committees shall be submitted by the Vice President for Student Affairs to the President for consideration, with subsequent presentation to the Board of Directors of the Association for final approval.

#### ARTICLE VII

##### Parliamentary Procedure

Section 1. The rules of parliamentary procedure as laid down in Roberts' Rules of Order shall govern all meetings of the Board of Directors.

#### ARTICLE VIII

##### Annual Meeting

Section 1. The Annual Meeting of the Board of Directors shall be held in December of each year at such time and place as designated by the Board of Directors.

#### ARTICLE IX

##### Amendment of By-Laws

Section 1. The By-Laws of the corporation may be amended by a majority vote of the Board of Directors at any meeting, provided a quorum is present.

November, 1985

Amended April 10, 2003  
SCC Board of Directors