

BY-LAWS OF THE
SYRACUSE GRADUATE AND PROFESSIONAL STUDENTS ASSOCIATION, INC.

ARTICLE 1 - STATEMENT OF PURPOSE

- 1.1. The primary goal of the Syracuse Graduate and Professional Students Association, Inc. (herein referred to as the "Corporation") is to foster a sense of community among Syracuse area graduate and professional students. The primary vehicle to accomplish this goal will be the establishment and administration of a graduate student social and cultural center that will provide a place for students from a wide variety of disciplines to meet, socialize, and exchange ideas.
- 1.2. The graduate center will provide inexpensive refreshments and entertainment commensurate with graduate student financial constraints. The facility will operate on a daily basis or as needed. It will be available for use by any graduate student group that wishes to schedule events or activities within the center. Specific uses of the center will include, but not be limited to:
 - a) General use as stated above.
 - b) Academic programming events.
 - c) Artistic and cultural events.
 - d) Events sponsored by graduate student groups and the Syracuse University Graduate Student Organization.
 - e) Faculty and staff events.
- 1.3. These By-Laws will take effect on September 1, 1987.

ARTICLE 2 - BOARD OF DIRECTORS

2.1. Powers and Responsibilities:

The property, affairs, activities, and concerns of the organization shall be vested in the Board of Directors (hereafter referred to as the "Board"). The Board shall determine governance and policy for the organization and shall hold ultimate authority and responsibility for the conduct of the Corporation.

The Board may:

- a) Hold meetings at such times and places as it deems proper;
- b) Examine bills and disburse the funds of the Corporation;
- c) Receive status reports regarding the finances and operations of the Corporation's interests;
- d) Employ and dismiss officers, employees, or other agents;
- e) Determine policy and governance;

- f) Act upon complaints and disputes amongst customers, staff, management, or others in such instances as the Board should choose to hear;
- g) Delegate such duties, powers, and responsibilities as it deems necessary;
- h) Devise and carry out such other measures as the Board deems proper and expedient to promote the objectives of the Corporation.

2.2. Number, Tenure, and Selection:

2.2.1. The Board of Directors of the Corporation will consist of the following voting members:

- a) The President and Comptroller of the Syracuse University Graduate Student Organization who shall be ex-officio Board members.
- b) Two graduate or professional student members elected by the Senate of the Syracuse University Graduate Student Organization at their first Fall Senate meeting.
- c) Two fee-paying members of the Corporation chosen by the Board at the Board Meeting following the first Fall Senate Meeting.
- d) Three fee-paying members of the Corporation chosen by the Board at their last Board Meeting in the Spring.

The Board shall make every effort to encourage qualified candidates from diverse groups to come forward.

2.2.2. The following shall be Non-voting members of the Board of Directors:

- a) Manager of the graduate student center.

2.2.3. Available Board positions, through election or appointment, shall be advertised in advance of the relevant meeting in the Daily Orange, and in the graduate student newsletter(s) whenever possible.

2.2.4. All voting Board members must pay the membership fee covering their period in office.

2.2.5. Board membership will be of one year duration. Any outgoing member may reapply for another term in office.

2.2.6. The Board shall appoint a Chairperson and Secretary/Recorder at its first meeting following Spring appointments.

2.2.7. A Board member may resign at any time by giving written notice to the Chairperson of the Board who shall then immediately notify the Board of the resignation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of notice by the Board; the acceptance by the Board of the resignation shall not be necessary to make it effective.

2.2.8. In the event of resignation or removal from the Board of any Board member, a replacement will be selected in accordance with the following:

- a) filling of a vacant elected position through election by the Senate of the

Syracuse University Graduate Student Organization at their next scheduled meeting.

- b) filling of a vacant appointed position by the Board at their next Board meeting.
- c) the elected and appointed Board membership positions shall be advertised in advance of the relevant meeting in the Daily Orange, and in the graduate student newsletter(s) whenever possible.
- d) the Board may select a temporary Board member to fill a vacant position until the above procedures are carried out.

2.3. Quorum of the Board of Directors:

2.3.1. At any meeting of the Board a quorum shall consist of a majority of the directors currently in office.

2.3.2. Quorum must be present and a majority of affirmative votes shall be required for passing a motion.

2.3.3. The following actions shall require a one week notice to all Board members and a majority vote of the entire Board of Directors:

- a) Removal/appointment of Director(s), Manager, or other major staff positions.
- b) Amendments to the By-Laws of the Corporation.
- c) Setting of membership fee(s) for those who are not fee-paying members of the Graduate Student Organization.
- d) Approval of annual budget and audit.

2.3.4. No Board member any have more than one vote on the Board.

2.4. Meetings:

2.4.1. Regular meetings shall be held monthly with a week's notice of the time and place of the meeting given by the Chairperson of the Board to all Directors of the Board. Minutes of the previous regular meeting shall be submitted by the Secretary/Recorder at the next meeting.

2.4.2. Special meetings, dealing with urgent business which cannot wait until the next regularly scheduled meeting, may be called by the Chairperson or two Directors upon notice to all Directors of the Board.

2.5. Compensation:

Voting Directors shall not receive any financial compensation for their services as Board members, but by resolution of the Board any Director may be reimbursed for expenses and costs incurred in matters directly related to Corporation affairs, except in relation to matters in which a Director shall have been guilty of negligence or misconduct regarding the matter for which reimbursement is sought.

ARTICLE 3 - MEMBERSHIP

3.1. Eligibility:

Membership to the Corporation shall be open to individuals affiliated with any institution of graduate education in the Syracuse metropolitan area, including, but not limited to the following:

- a) Syracuse University Graduate School.
- b) Syracuse University School of Law.
- c) SUNY College of Environmental Science and Forestry.
- d) SUNY Upstate Medical School.

3.1.1. Graduate and/or professional students of institutions recognized in Section 3.1. are eligible for STUDENT memberships.

3.1.2. Faculty and Staff of institutions recognized in Section 3.1. are eligible for FACULTY memberships.

3.1.3. Certified Alumnae of institutions recognized in Section 3.1. are eligible for ALUMNAE memberships.

3.1.4. Persons not meeting any of the requirements outlined in Section 3.1. to 3.1.3., except for spouses and "significant others" of STUDENT members may be eligible for a NON-AFFILIATED membership. These memberships will be issued at the discretion of the Board of Directors.

3.2. Membership Fees:

3.2.1. All affiliated members must pay a membership fee that will be set by the Graduate Students of Syracuse University collected by the GSO.

3.2.2. All non-affiliated members must pay a membership fee that will be set by the Board of Directors.

3.2.3. Spouses and "significant others", as defined by the Syracuse Graduate Student Organization, of STUDENT members, are members of the Corporation without further cost.

3.2.4. The membership fee may be collected by participating student government bodies and dispersed to the Corporation.

3.2.5. There shall be NO refund of membership fee at any time.

3.3. Rights and Responsibilities:

3.3.1. Rights and responsibilities will be determined by the Board of Directors for ALL membership classifications.

3.3.2. All members agree to abide by the rules and regulations of the Corporation, except where in violation of existing city, county, state, or federal regulations.

3.4. Revocation and Discrimination:

- 3.4.1. Failure to abide by the rules and regulations of the Corporation, except where in violation of existing city, county, state, or federal regulations, shall be grounds for revocation of membership privileges.
- 3.4.2. A hearing shall be held at the Board of Directors meeting subsequent to charges leading to revocation of membership privileges. At this time all interested and concerned parties will have the opportunity to be heard.
- 3.4.3. The Board of Directors shall have the final say in hearings dealing with revocation of membership privileges.
- 3.4.4. The Corporation shall not discriminate based on sex, race, color, nationality, creed, or sexual preference.

ARTICLE 4 - MANAGER OF THE GRADUATE STUDENT CENTER

- 4.1. The manager is hired by and responsible to the Board of Directors of the Corporation.
- 4.2. The manager is responsible for day to day operation of the center which shall include, but not be limited to, the following:
 - a) scheduling of daily and weekly events.
 - b) ordering supplies, materials, food, beverages, etc.
 - c) coordinating volunteer workers and other paid staff.
 - d) daily bookkeeping.
- 4.3. Hours of work for the Manager of the Graduate Student Center will be determined by the Board of Directors and the Manager of the center.
- 4.4. Compensation is to be determined by the Board of Directors.
- 4.5. The manager's position will have a duration of twelve months and will renewable.
- 4.6. Two weeks notice of resignation and/or dismissal must be given. Failure to perform adequately any of the above duties may be grounds for dismissal by a majority vote of the entire Board of Directors.
- 4.7. The manager is a non-voting member of the Board of Directors.
- 4.8. The manager is an automatic member of the Corporation at the FACULTY level and does not pay any membership fee.

ARTICLE 5 - FINANCIAL OPERATIONS

5.1. Auditing:

- 5.1.1. The Board of Directors may retain an external auditor.

5.1.2. The auditor, if retained, will provide an end-of-year report to the Board commensurate with the fiscal year of Syracuse University.

5.2. Manager's Report

5.2.1. The manager of the graduate student center will submit monthly financial reports to the Board, which will be distributed to Board members at Board meetings.

5.2.2. The manager will submit an operating budget for the upcoming financial year to the Board for its approval no later than February 1. A copy of the budget will be submitted to the Syracuse University Graduate Student Organization Finance Committee.

5.3. Expenditures:

5.3.1. The manager may approve individual expenditures of no more than \$500.00.

5.3.2. Individual expenditures in excess of \$500.00 must be approved by the Board of Directors.

5.4. Bank Accounts:

5.4.1. The Corporation will maintain two accounts;

- a) an interest bearing savings account, and;
- b) an income-expense account.

5.4.2. Major revenue will be kept in the income-expense account.

5.4.3. All transfers between accounts in excess of \$500.00 must be approved by the Board of Directors. Other transfers must be approved by the Board or by the Chairperson of the Board.

5.4.4. Daily revenues will be deposited in the income-expense account.

5.5. Salaries, Stipends, and Wages:

5.5.1. The Board of Directors will have power of approval over the creation of and level of compensation of all Corporation employees, including the manager. Creation of positions may be based upon recommendation by the manager and a vote of the Board.