



**Student Association of SUNY New Paltz, INC.  
Bylaws  
Amended Spring 2024**

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## Article I: General Provisions

1. General Provisions
  - a. The bylaws shall outline the day-to-day operational procedures for managing the New Paltz Student Association.
  - b. The bylaws are intended to provide further details for management of the Student Association as outlined in the Constitution.
  - c. Bylaws that outline the operational procedures for all governing functions of the Student Association must be maintained and are required to retain the tax-exempt Section 501(c)(3) tax-exempt status under the Internal Revenue Code of 2017.
2. Governing Documents
  - a. Official copies of the Student Association bylaws must be posted on the appropriate web platform.
  - b. The most up to date versions must be on file in the Student Association Executive Board Office and the Student Association Business Office.
  - c. The bylaws is a supplemental document that supports the Student Association Constitution.
3. Oath of Office & Annual Code of Conduct & Potential Conflicts Disclosure Statement
  - a. Every Executive Board Member and Student Senator must sign a document entitled “Oath of Office” and an Annual Code of Conduct & Potential Conflicts Disclosure Statement before the start of their term.
  - b. The documents will be kept on file in the Student Association Business Office for historical record of previous executive board members and Student Senators.
4. Confidentiality
  - a. All Student Association employees, advisors and outside bodies must adhere to speaking about Student Association affairs until a decision is formally made to the public by the appropriate Student Association bodies.
  - b. A decision can be made public either by stating it in the minutes of any Student Association meeting, or verbal communication from a member of Student Association.
  - c. If a member of a Student Association body violates the terms of confidentiality, they will follow the policy of three strikes.
    - i. Strikes must be documented and kept track by the Student Association President.
  - d. If a Student Association employee or advisor violates the terms of confidentiality, the appropriate Student Association bodies have the ability to determine the penalties.

## Article II: Student Association Executive Board

1. The Executive Board
  - a. The Executive Board of the New Paltz Student Association is the body that executes the laws and functions of Student Association.
  - b. All Executive Board Members are considered the equivalent of “Officers” and “Key Persons” pursuant to definitions contained within, and interpretations of, the New York Not-for-Profit Corporation Law, and, as such, are lawfully bound by certain fiduciary duties and responsibilities.
  - c. The Board shall be comprised of eight officers.
    - i. The Officers shall include President, Executive Vice President, Vice President of Academic Affairs and Governance, Vice President of Finance, Vice President of Programming, Vice President of Marketing and Communication, Senate Chair and Council Chair.
  - d. Each Executive Board Member, is required to hold twelve (12) office hours a week, ten (10) of which must be held in the Student Association Office
    - i. The President is required to hold all twelve (12) office hours in the Student Association Office
    - ii. The President has discretion over the granting of on-reserve office hours.
    - iii. For other Executive Board Members, the specific number of in-office office hours per week will be decided on by the acting Student Association President and the Member requested on-reserve office hours. If it is decided that Member has frequent recurring obligations for the position outside of the 9am-5pm workday that warrant a reduction in the number of in-office office hours to eleven or ten hours, the remaining one or two hours will be placed on-reserve.
    - iv. On-reserve hours must be served in the Student Association Office if the obligations requiring an E-board member to work outside the office are cancelled or shortened.
  - e. Executive Board Members receive a stipend that is determined by the annual budget and annually approved by non-interested members of the Student Senate in accordance with statute and provisions of these Bylaws.
    - i. No Executive Board Member shall receive a stipend, or any other form of compensation, for their services to the Student Association until such time as, at least, a two-thirds (2/3s) majority of non-interested members of the entire Student Senate first authorize said expenditure, upon a specific finding that it is fair, reasonable and in the best interests of the Student Association, and contemporaneously document each the basis for the

determination and stipulate adherence to organizational and statutorily required safeguards relative to the approval, assuring that evidence of same is subsequently forwarded to the Independent Auditor relative to preparation of the Student Association's annual audit.

- ii. Unlike other Executive Board Members, pursuant to a specific statutory restriction, receipt of any form of stipend, or other compensation by the President serves to negate the President's status as an "Independent Director" (as defined by Appendix A) and, as such, the President's ability to oversee the Student Association's annual audit.
  - f. Each Executive Board Member should fill out a Student Association biweekly timesheet and submit it to the President on the date they are due. All such timesheets shall be processed, organized and securely stored by the fiscal secretary and annually submitted the Student Association's Independent Auditor for review and inspection as part of the auditing process.
2. Elected Officers of the Executive Board
- a. The President
    - i. The roles and duties of the President are outlined in Article V, Section 5 of the Student Association Constitution.
  - b. The Executive Vice President
    - i. The roles and duties of the Executive Board President are outlined in Article V, Section 5 of the Student Association Constitution.
  - c. The Vice President of Academic Affairs and Governance
    - i. The roles and duties of the Vice President of Academic Affairs and Governance are outlined in Article V, Section 5 of the Student Association Constitution.
  - d. The Vice President of Finance
    - i. The roles and duties of the Vice President of Finance are outlined in Article V, Section of the Student Association Constitution.
  - e. The Vice President of Programming
    - i. The roles and duties of the Vice President of Programming are outlined in Article V, Section 5 of the Student Association Constitution.
  - f. The Vice President of Marketing and Communications
    - i. The roles and duties of the Vice President of Marketing and Communications are outlined in Article V, Section 5 of the Student Association Constitution.

3. Non-Voting Members of the Executive Board
  - a. The Senate Chair
    - i. The duties of the Senate Chair are listed in Article V, Section 5 of the Student Association Constitution.
    - ii. A student must have prior experience of being a Senator before being nominated and elected as Senate Chair.
  - b. The Council Chair
    - i. The duties of the Council Chair are listed in Article VII, Section 3 of the Student Association Constitution.
4. *Ex-Officio* Officers of the Executive Board
  - a. Director of Business Operations responsibility include
    - i. Fiscal oversight for SA
    - ii. State and Federal taxes compliance
    - iii. Budget Management
    - iv. Office and office staff supervision
5. Executive Board Meetings
  - a. The Executive Board is required to meet once a week during the fall and spring semesters, unless the President determines there is no sufficient need for a meeting.
  - b. Meetings are generally to be scheduled for two (2) hours in duration unless a business requires the meeting to be extended.
  - c. Executive Board Meetings are open to the public to attend, but portions thereof may be conducted in executive session, as permitted by statute and these Bylaws.
    - i. Guests may only participate in meetings with the approval of all Officers of the Executive Board in attendance.
  - d. The Executive Board shall annually determine notification procedures for all Meetings, which may include any combination of agreeing to a pre - established schedule of Meetings, physical and/or online posting or email or other written communication.
  - e. A majority of the entire Executive Board shall constitute a quorum for the transaction of business at Any Meeting. When a quorum is once present to organize a Meeting, it is not broken by the subsequent withdrawal of any Officer. Each Executive Board Member shall have one (1) vote at any Meeting.
  - f. Unless otherwise prohibited by these Bylaws or statute, an act of the Executive Board shall be considered to mean any action authorized:
    - i. By vote of a majority of the Executive Board Members present at the time of the vote, either in person or by means of electronic communication allowing all persons participating in the meeting to hear each other at the same time; or
    - ii. Without a meeting the entire Executive Board submits a

conforming hardcopy or electronic written consent authorizing a resolution to permit the action. A copy of the resolution, and all written consents thereto, shall subsequently be filed with the minutes of the proceedings of the Board.

- g. The agenda for Meetings of the Executive Board shall generally be shared via appropriate: @newpaltz.edu email accounts by the President to all Executive Board Members, at least, two (2) days before the meeting.
    - i. Each Executive Board Member should generally present a report at each Meeting and if no such report is offered, the minutes should confirm the same.
  - h. The minutes for each Executive Board Meeting shall generally be taken by the Vice President of Marketing and Communication with an unofficial draft subsequently shared with all Officers by the Vice President of Marketing and Communication no later than forty-eight (48) hours after the Meeting.
  - i. The unofficial minutes of each meeting of the Executive Board shall be formally adopted at the next regularly occurring Meeting of the Board, excepting those for final Meeting of the Academic Year, which shall subsequently be approved on unanimous written consent or if not so approved with a note indicating same entered on the minutes by the Vice President of Marketing and Communications.
    - i. Once formally approved, the minutes of each Meeting shall generally be sent to the Student Association Business Office no later than forty-eight (48) hours after
  - j. The agenda of Executive Board Meetings shall include roll call, review and approval of prior minutes, reports from each Executive Board Member, old business, and new business.
6. Executive Board as Audit Committee
- a. The Executive Board shall serve as the audit committee of the Student Association for purposes of reviewing real or potential Conflicts of Interest, Related Party Transactions and Whistleblower Claims and overseeing audits of the Student Association's finances and affairs, excepting the President shall be precluded from addressing matters pertaining to audits in accordance with a statutory prohibition.
7. Executive Board Transition
- a. At the end of an Executive Board Member's term for the Academic Year, each Member must provide a thorough review of duties and responsibilities to their successor.
    - i. See Article V, Section 5 in Student Association Constitution for duties and responsibilities of Executive Board Officers.
  - b. At the end of an Executive Board Member's term for the Academic Year, each Member must be shadowed by their successors for at least a total

of four office hours.

- c. For all passwords and emails for each Executive Board member, refer to the Vice President of Marketing and Communications and/or financial secretary.

#### 8. Executive Board Training

- a. Executive Board Members will have their training approximately two weeks before office hours are to begin.
- b. The training will be led in conjunction with the Director of Business Operations, the Student Association Advisor, the Student Association President and other retained professionals as may be needed.
- c. The training shall generally take place no later than September 1st.

#### 9. Impeachment and Removal

- a. Any Member, or all Members of the Executive Board may be impeached and removed for misfeasance or malfeasance, as defined herein. Changes of impeachment and demand for removal may be brought by majority vote of either the non-interested Officers in attendance at any Meeting of the Board or the non-interested Senators at any meeting of the Student Senate.
- b. The impeachment and removal of an Executive Board Member can be triggered by the following:
  - i. An Executive Board Member fails to meet their duties as described in the Student Association Constitution.
  - ii. An Executive Board Member fails to fulfill their office hours, unless an excuse is provided and proven sufficient.
  - iii. An Executive Board Member misses three (3) Executive Board meetings that are unexcused.
  - iv. Any material action taken by an Executive Board Member in their capacity as a Member of the Executive Board that is reasonably considered illegal, unethical, immoral or that would jeopardize the tax-exempt and or nonprofit status of the Student Association.

- 1. Absences can be excused if the Officer notifies the President, or if unavailable the Executive Vice President, of the Executive Board Members anticipated inability to attend the Meeting, as soon as possible, before it is called to order.

- a. Before proceedings begin, the Executive Board member must meet with the Student Association President and Student Association Advisor.
- b. Decision of probation, impeachment, and removal will be at the discretion of the Student Association President.
- c. If the Student Association President is not in good

academic or judicial standing, the decision of probation, impeachment, and removal will be at the discretion of the Student Association Senate.

- v. Proceedings for impeachment and removal of an Executive Board Member shall be conducted by the Student Senate.
  - 1. The Student Senate must have a simple majority vote on the impeachment of an Executive Board Member.
  - 2. The Student Senate must have a two-thirds ( $\frac{2}{3}$ ) majority vote on the removal of an Executive Board Member.
  - 3. The process of impeachment and removal must take place in a two (2) week time frame when the executive board member fails to fulfill their duties.

#### 10. Replacement of an Executive Board Member

- a. If an Executive Board Member is impeached and removed, it is up to the discretion of the Student Senate to leave the seat vacant or hold a special election to fill the seat.

#### 11. Use of Executive Board Budget

- a. Funds in the Executive Board budget can be used by the Executive Board Members solely for business purposes of the Student Association.
- b. An Executive Board Member must propose a vote to take money out of the budget and get approval by all other non-interested Executive Board Members.
- c. A record of the vote and the amount of money being taken out of the budget must be stated in the Meeting minutes.

### **Article III: The Student Senate**

#### 1. The Student Senate

- a. The Student Senate is the upper legislative branch of the Student Association.
- b. The Student Senate body is composed of thirty-two (32) Senators who are elected, in a representative model, by the student body.
- c. All Student Senators are considered the equivalent of "Directors," pursuant to definitions contained within, and interpretations of, the New

York Not-for-Profit Corporation Law, and, as such, are lawfully bound by certain fiduciary duties and responsibilities.

- d. All Student Senators must be Mandatory Student Activity Fee (MSAF)-paying students.
- e. See Article VI in the Student Association Constitution for more information regarding the role of a Student Senator and their powers.

## 2. Student Senate Meetings

### a. Agenda

- i. The agenda must be sent out to the Student Senate body by the Senate Chair via email two days prior to the Senate meeting.
- ii. Student Senators can ask the Senate Chair to add things to the agenda prior to the meeting or can motion to add a new item to the agenda during the Student Senate meeting.

### b. Meeting Minutes

- i. The Vice President of Marketing and Communications is required to attend all Student Senate meetings and record the meeting minutes or, if unable to attend, is required to create the meeting minutes from notes taken by a Senator at the missed Senate meeting.
- ii. The meeting minutes will include the transcript of the meeting, including motions made by the members present at the meeting and any information discussed.
- iii. The meeting minutes shall be shared with the Senate body and the Student Association Business Office approximately forty-eight (48) hours after the meeting.
- iv. The minutes must include a record of voting in the meetings.
- v. The record must include the motion of the vote, who motions voting, and the exact number of Yays, Nays, and abstentions on each vote.

### c. Senator Conduct

- i. All electronic usage that occurs during Senate meetings must be for the purpose of meeting.
- ii. All conversations had and questions asked during Senate meetings should be made with the intention of staying on task and bettering the campus community.
- iii. Senators should always remember that they are representing a group of students and should use their position to advocate for and protect the interests of that group of students. This being said, it must also be recognized that the well-being of the campus community as a whole should take priority.

### d. Time Frame

- i. Student Senate meetings are held once a week in the fall and

spring semesters, unless the Senate Chair deems it unnecessary to have a meeting at any time.

- ii. Meetings are to be scheduled for two hours, unless the business being discussed in the meetings requires an extension.
- iii. The Student Senate and Senate Chair have the discretion to schedule the time and date of the meetings.

### 3. Student Senate Training

- a. Senate training must be held for all new and returning Senators at the start of the new term for each Senator.
- b. All new and returning Senators must attend a form of Senate training at the beginning of the fall and spring semester.
- c. The training is to be conducted by the Senate Chair, the Director of Business Operations and the Advisor of the Student Association.
- d. During training, Senators will be briefed about what the Student Association does, how it functions and what its purpose is.
- e. At training Senators must be also briefed on the administration of SUNY New Paltz, SUNY SA and the Board of Trustees.
- f. Senators must go over the principles of ethical leadership during training.
- g. Training shall span no later than four (4) hours.
  - i. It is up to the discretion of the Senate Chair to edit the time frame of Senate training.

### 4. Voting Procedure

- a. Each elected Senator holds one (1) vote during the business in each Senate meeting.
- b. The Senate must follow the procedure of Robert's Rules when holding a vote in a meeting.

### 5. Legislative Process

- a. See Article IV, Section 6 of the Student Association Constitution to see what types of legislation can be proposed by a Senator.
- b. Any Senator can create legislation and propose to the Senate body for a vote.
- c. Executive board members can introduce legislation to the Senate body for a vote, or have a Senator introduce legislation on their behalf.
- d. When legislation is passed in the Student Senate, the Senate Chair is required to bring it to the executive board for a vote.
  - i. The executive board can vote in favor or veto any legislation that is brought from the Student Senate.

- ii. If approved, the executive board can make a decision on which member is to bring the legislation to the appropriate body on campus.
  - iii. All legislation presented in Senate must be kept on file in the Student Association Business office.
- 6. Use of Student Senate Budget
  - a. Funds in the Senate budget can be used by the members for business purposes.
  - b. Members must inform the Senate body when money is being taken out of the budget.
  - c. The Senate must have a majority vote in order to approve money being taken out of their budget.
  - d. The record of votes either in favor or against a proposal to remove money from the budget must be recorded in the minutes, along with the amount that is being taken out.

#### **Article IV: Corporate Compliance**

- 1. Corporate Compliance Definitions
  - a. Should any term, phrase or understanding relative to any topic addressed in these Bylaws and/or the policies of the Student Association be specifically defined in a document entitled, "Bylaw and Corporate Policy Definitions," a copy of which is annexed hereto, and made a part hereof of these Bylaws as Appendix "A," the stipulated definition of such term in said document shall govern for purposes of interpreting the Bylaws and/or corporate policies.
- 2. Conflicts of Interest & Related Party Transaction Protocols
  - a. By virtue of being considered the equivalent of "Officers," "Directors," and/or "Key Persons" (all as defined in Appendix A), all Executive Board Members and Student Senators, shall honor and adhere to the terms of a

written Conflicts of Interest & Related Party Transaction Policy to assure that they act in the Student Association's best interest and comply with applicable statutory, regulatory, and ethical requirements. The Conflicts of Interest & Related Party Transaction Policy shall include, at a minimum, the following provisions:

1. Conflicts of Interest (as defined by Appendix "B"), and,
          2. Related Party Transactions (as defined by Appendix "B"),
    - ii. Restrictions. stipulations that when the Executive Board and/or Student Senate, or an authorized committee thereof, as appropriate, is considering a real/potential Conflict of Interest or Related Party Transaction, the interested party shall not:
      - i. be present at, or participate in, any deliberations;
      - ii. attempt to influence deliberations; and/or,
      - iii. cast a vote on the matter.
    - iii. Examples. e xamples of circumstances that could constitute a Conflict of Interest and/or Related Party Transaction.
    - iv. Documentation. requirements that the existence and resolution of the conflict and/or transaction be documented in the records of the Corporation, including in the minutes of any meeting at which the conflict was discussed or voted upon; and,
    - v. Disclosure. protocols to assure that all real or potential Conflicts of Interest and/or Related Party Transaction are proactively disclosed, at least, annually and are subsequently forwarded to the Audit Committee, or another authorized individual or entity, as appropriate, for purposes of audit -related consideration.
  - b. The Conflicts of Interest and Related Party Transaction Policy of the Student Association is annexed hereto, and made a part hereof, as Appendix "B." This policy may only be amended, modified, or repealed by a two-thirds (2/3s) majority vote of the Student Senate with the change in policy to be inapplicable to any pending or currently being reviewed real or potential Conflicts of Interest or Related Party Transaction.
3. The Potential Conflicts Disclosure Statement of the Corporation, required in order to comply with the mandates of Section 2 of this Article, is annexed hereto and made a part hereof as Appendix "C."
4. Whistleblower Protection
  - a. The Student Association shall endeavor to protect any Executive Board Member, Student Senator (each as defined by Appendix A) or Student Association employee from intimidation, bullying, harassment, discrimination or other forms of retaliation on the part of the Student

Association, or any of its Executive Board Members, Student Senators, Key Persons and/or employees, as a consequence of the good-faith filing of a report relative to possible violations of any statute, regulation, applicable ethical standard or policy or procedure of the Student Association.

5. Audit Oversight

- a. The accounts of the Student Association shall be subject to an annual audit report or audit review report prepared by “Independent Auditor” (as defined by Appendix “A”) to be overseen by the Executive Board, excepting the President (who is precluded by statute from overseeing audits) or any other Executive Board Member not qualified as an “Independent Director” (as defined by Appendix “A”). If such an audit report or audit review is commissioned, the Student Association shall adhere to the terms of a written Audit Oversight Policy.
- b. The Audit Oversight Policy required in order to comply with the mandates of Section 4 of this Article is annexed hereto, and made a part hereof as Appendix “D.” This policy may only be amended, modified or repealed by a two-thirds (2/3) majority vote of the Student Senate with the change in policy to not be applicable to any pending or currently processing audit report or audit review.

6. Indemnification & Insurance.

- a. The Student Association shall indemnify all Executive Board Members, Student Senators and employees of the Student Association, as well as any individual enrolled at SUNY New Paltz who is a member in good -standing of the Council of Organizations or any other individual operating under the direction of any of the foregoing, against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorneys’ fees, in connection with any claim asserted against such an individual, or individuals, by court action, or otherwise, by virtue of the fact that any such person(s) was/were acting in good -faith for a purpose which such person(s) reasonably believed to be in the best interest of the Student Association, and was not unlawful, unethical or immoral or, otherwise, jeopardizing the tax-exempt, nonprofit status of the Student Association. To assure adequate indemnification, the Corporation shall be required to purchase and maintain, at a minimum, appropriate Directors and Officers (“D & O”) liability insurance coverage.
- b. Any such indemnification, and related insurance, shall be considered, awarded and governed by the terms of a comprehensive Indemnification and Insurance Policy, a copy of which is annexed hereto, and made a part hereof as Appendix “E”

## **Article V: Council of Organizations**

1. Council of Organizations
  - a. Structure and Meetings
    - i. Council of Organizations will hold a bi-weekly meeting throughout the semester. Attendance is mandatory for each Student Association club, unless otherwise stated by our prior arrangement made with the Council of Organizations.
  - b. Agenda
    - i. The agenda must be made by the Council of Organizations Chair or the Vice Chair prior to each meeting.
  - c. Meeting Minutes
    - i. The Vice President of Marketing and Communication of the Student Association Executive Board must be present at every meeting to take minutes.
    - ii. If the secretary is not able to attend the meetings, the Council Chair can delegate another person to take the meeting minutes.
    - iii. Bring to the business office.
2. House Structure
  - a. Academic
  - b. Advocacy
  - c. Athletic
  - d. Fine and Performing Arts
  - e. Media
  - f. Social and Cultural
3. The Council Board defines the house a club is assigned, clubs may not self-select into a house of their choosing.

## **Article VI: Student Organizations**

1. Oversight by Council of Organizations and Council Board
  - a. Council Board deals with all matters involving Student Association clubs.
2. The following are the criteria for student club recognition:
  - a. Non-duplication
  - b. Open Membership
  - c. Insurance Review
  - d. Constitution Requirements & Format
3. New Club Recognition Process
  - a. The chartering process for a new club will take place in the spring semester of an academic year.
  - b. Each Club should have a list of at least 10 interested activity fees paying students in creating a club.

- i. The proposed club must have an overview of potential events and programs, along with a mission statement or purpose.
      - c. A new club must be present in front of the Council of Organization body by their house and be confirmed by a simple majority vote, then a simple majority vote from the Council Board.
  4. Continuing Club Re-Registration Process
    - a. Existing clubs must re-charter each academic year in the fall semester through a website platform.
      - i. The review process of club members will be determined by the Council Chair.
  5. Training and Compliance
    - a. All recognized groups must complete financial training with the Student Association Business Office.
    - b. Groups must comply and complete mandatory training hosted by the college via the Center for Student Engagement.
  6. Athletic Clubs
    - a. Additional Required Trainings
      - i. The required trainings for athletic clubs are CPR and concussion management.
    - b. Coach Requirement
    - c. Dual recognition with Athletics
      - i. An athletic club must present themselves to the Council of Organizations and be confirmed by a majority vote, then a recognition by the Athletic Department, and then a simple majority vote from the Council Board.
    - d. Club Sports Manual
      - i. The Club Sports Manual is filed in the Student Association Executive Board Office and Business Office.
    - e. Memorandum of Understanding with Athletics reviewed annually.
  7. Rainbow Month
    - a. The Council Chair will assign a week to any club involved in the Rainbow Month.
  8. Club Advisors
    - a. It is not required for a club to have an advisor, but it is recommended.
  9. Tiers and Funding status
    - a. Refer to the Student Association Operation Manual filed in the Student Association Business Office.
  10. Student Club Zone/Storage
    - a. Overview
      - i. The college provides limited space to the Student Association to support the needs and purpose of the Student Association operations and clubs.

- ii. The Student Association has the right to determine how such space is utilized in compliance with the daily operations of the Student Association.
    - b. Application Process
      - i. The application process is determined by the Council Chair.
    - c. Review Process
      - i. The Council Board shall oversee the review process.
    - d. Use and Access
      - i. The Student Association will notify the Center for Student Engagement of the function of each assignable space, along with the clubs and/or persons permitted access.
      - ii. The Center for Student Engagement will verify enrollment status of each student and conduct annual training on student club zone and storage space usage.
      - iii. The Center for Student Engagement also maintains the Student Club zone on behalf of the college.
    - e. Loss of Use
      - i. The policies for loss of use for storage can be found in the Student Handbook and the Student Association Operations Manual.
11. Club Violations and Loss of Recognition
- a. If a club misses 2 Council of Organization Meetings, the club will be subject to either probation or a suspension held in abeyance pending a hearing before the Council Board.
  - b. Reports from the Center of Student Engagement will be reviewed and assessed accordingly.
  - c. Based on recommendation by the Council of Organizations Chair, the Council Board shall have the power to make decisions on the status of an individual club based on procedural due process including proper notice and an opportunity to be heard. A written decision by the Council Board shall be delivered to the President of the club and to the SA business office within 7 days of the hearing. Within 5 working days of receipt of the decision, the club shall have the right to submit a letter of appeal to the decision-making body based on new information.
  - d. In the event that members of a club are charged with a violation of Campus Regulations, said club members will be referred to the Office of Student Conduct and Community Standards at SUNY New Paltz.
12. Hearing Process
- a. The Council Board shall inform the accused student(s) in writing of the following:
    - i. The charges against him/her and shall explain the particulars.
    - ii. Any penalties involved.
    - iii. Their right to summon as many as three (3) character witnesses

and have read on their behalf at the hearing as three statements attesting to their character.

- iv. Their right to review any evidence in advance of the hearing.
- v. Their right to request a reasonable postponement of their trial.
- b. The Hearing conference shall be composed of the designated number of duly elected or appointed members including the Council Chair.
- c. A two-third ( $\frac{2}{3}$ ) vote of the Board is required to approve or disapprove an appeal made by a student.
- d. The Council Board is required to deliberate and decide any sanctions.
- e. The Council Board must notify the accused student organization and/or club of decisions within 72 business hours.
- f. Students can consult the Student Association Attorney for assistance on appeals.

## **Article VII: Financial Operations & Budget-Related Committees**

### Section 1: General Provisions

#### 1. Non-Exclusivity

All programs and events sponsored by the Mandatory Activity Fee (MAF) will be open to all (MAF) paying students as stated in the membership clause of the Student Association Constitution.

#### 2. Board of Trustees Guidelines

- a. See Appendix A of the SUNY Board of Trustees Guidelines.

### Section 2: Financial Procedures Manual

1. Any club or organization recognized by the Student Association shall have the right to request funding.
2. All financial procedures are maintained and modified by the Student Association Business Office.

### Section 3: Budget and Finance Committee

#### 1. Attendance

- a. Budget and Finance Committee will be chaired by the Vice President of Finance or her/his designee.
  - i. In the absence of the Vice President of Finance, the Vice Chair of the Budget and Finance Committee has the authority to initial budgetary documents.
  - ii. All budgetary documents must await the signature of the Vice President of Finance.
- b. Attendance is mandatory for all members unless otherwise stated by, or prior arrangements are made with the committee chair.
- c. Failure by any member to attend any three (3) meetings per semester will

result in removal for committee.

- d. Failure to arrive on time for two meetings will result in removal from the committee.
  - e. The Budget and Finance Committee can be made up of 5 Senators and 6 Council Body members, 1 from each house.
  - f. Senators are to be nominated by the Vice President of Finance and are to be confirmed by a majority vote from the Senate.
  - g. Council Body members are to be self-nominated and are to be confirmed by a majority vote from the Council of Organizations body.
2. General Overview
    - a. Committee members are expected to follow Robert's Rules of order.
    - b. Committee members must abstain from influencing and or voting during the discussion process for a club/organization they are currently a part of.
    - c. Committee members are expected to actively participate and engage in conversations.

#### Section 4: Program Requirements

1. The following financial procedures and operations are followed by the Budget and Finance Committee and the Programming Board.
2. Organization Recognition
  - a. All policies regarding program funding can be found in Section 7 of the Student Association of SUNY at New Paltz Operational Policies manual filed in the Student Association Business Office.
3. Program Funding Criteria
  - a. All policies regarding program requirements can be found in Section 4 of the Student Association of SUNY at New Paltz Operational Policies manual filed in the Student Association Business Office.
4. Academic Department Events
  - a. All policies regarding events funded or hosted by academic departments of SUNY New Paltz can be found in the Budget Stipulations in the Student Association Business Office.
5. Contracts
  - a. All policies regarding contracts with Student Association clubs or organizations can be found in Section 8 of the Student Association of SUNY at New Paltz Operational Policies manual filed in the Student Association Business Office.
6. Inventory
  - a. All policies regarding inventory, supplies, and equipment can be found in Section 13 of the Student Association of SUNY at New Paltz Operational Policies manual filed in the Student Association Business Office.
7. Reimbursements
  - a. All policies regarding reimbursements can be found in Section 7 of the

Student Association of SUNY at New Paltz Operational Policies manual filed in the Student Association Business Office.

8. Food
  - a. The decision about funding for food shall be made based on the discretion of the chairs of the Budget and Finance Committee and Programming Board.
9. Fundraising, Revenue and Ticket Sales
  - a. All policies regarding funding, revenue, and ticket sales can be found in Section 16 of the Student Association of SUNY at New Paltz Operational Policies manual filed in the Student Association Business Office.

#### Section 5: Annual Budget Review Process (“BFC” Weekend)

1. All policies regarding “BFC” Weekend can be found in Section 5 of the Student Association of SUNY at New Paltz Operational Policies manual filed in the Student Association Business Office.
2. Appeals
  - a. The Budget and Finance Committee establishes and follows budget stipulations when deciding on the annual fiscal budget.
    - i. The budget stipulations can be found in the Student Association Business Office.
  - b. All policies regarding the budget appeal process can be found in Section 6 of the Student Association of SUNY at New Paltz Operational Policies manual filed in the Student Association Business Office.

#### Section 6: Programming Board

1. Attendance
  - a. Programming Board will be chaired by the Vice President of Programming or her/his designee.
  - b. Attendance is mandatory for all members unless otherwise stated by, or prior arrangements are made with the committee chair.
  - c. Failure by any member to attend any three (3) meetings per semester will result in the removal of committee
  - d. Failure to arrive on time to a meeting twice (2) will be recorded as one (1) absence.
  - e. The Programming Board can be made up of 5 Senators and 6 Council Body members, 1 from each house.
  - f. Senators are to be nominated by the Vice President of Programming and are to be confirmed by a majority vote from the Senate.
  - g. Council Body members are to be self-nominated and are to be confirmed by a majority vote from the Council of Organizations body.

#### Section 7: Research Board

1. Committee Make-Up and Appointment Process
  - a. The research board is to be composed of three students: two undergraduates or graduates and one alternative member.
  - b. Each member is to be nominated by the Vice President of Academic Affairs and Governance and is to be confirmed by a majority vote from the Senate.
  - c. The ex-officio members of the research board include the Undergraduate Director of Student Research and the Assistant Vice President of Student Affairs.
    - i. These officers are to only give input on research proposals and do not have the ability to cast a vote on any proposal.
2. General Overview
  - a. The duties of the Research Board are to review and approve research project proposals from undergraduate and graduate students of SUNY New Paltz.
3. Attendance and Meetings
  - a. It is up to the discretion of the Chair to decide if the research board is to have physical or virtual meetings.
    - i. Physical meetings are where all members and the Chair of the board are to meet in person.
    - ii. Virtual meetings are where the Chair emails the proposal to all members of the board and sends their vote via email within 5 days of receipt of the proposal.
    - iii. If the Chair decides to have physical meetings, each member must be present at each meeting.
      1. Three (3) unexcused absences from meetings result in immediate removal from the research board.
4. Removal Process
  - a. A member of the board can resign by submitting their resignation in writing to the Vice President of Academic Affairs and Governance as soon as possible.
  - b. A member of the board is to be removed from their seat if they fail to submit their vote on three proposals.
    - i. The Vice President of Academic Affairs and Governance will notify the members of their removal and it shall take effect immediately.
5. Submission Process
  - a. A student is to submit a research project proposal by either emailing an electronic copy to the Vice President of Academic Affairs and Governance or submit a physical copy to the mailbox of the Vice President of Academic Affairs and Governance in the Student Association Business Office.
6. Review Guidelines

- a. The research board can approve a research project proposal under the following circumstances:
  - i. The student is requesting funds for equipment for their project.
  - ii. The student is requesting funds for traveling expenses for a conference or research symposium.
  - iii. The students would be receiving academic credit for their project.
- b. The research board cannot approve a research project proposal under the following circumstances:
  - i. The student is requesting funds for compensation for their time on a project.
  - ii. The student would be continuing or providing a subsection to a professor's research.
  - iii. The student would be providing compensation for participation in subjects, including giving gift cards.
    - 1. The only compensation that can be given to the subjects is reimbursements for the subject's travel.

#### Section 8: Mandatory Student Activities Fee Referendum

- 1. Process
  - a. See Appendix A of SUNY Board of Trustees Guidelines.
- 2. Recommendations to Change or Increase Fee
  - a. Every two (2) years, the Student Association has the ability to hold a referendum on changing the student activity fee.
  - b. Such a decision can be made between the executive board and the Student Senate.
- 3. Standardized Language
  - a. See Appendix A of SUNY Board of Trustees Guidelines.

#### Article VIII: Student Association Committees

- 1. General Provisions for All Committees
  - a. All decision-making committees must have written minutes for each meeting that include voting procedures and results from votes.
    - i. All minutes must be sent to the Student Association Business Office forty-eight (48) hours after each meeting.
  - b. Vice Chair
    - i. A Vice Chair is to be appointed under the discretion of the Chair of a committee.
    - ii. The duty of a Vice Chair is to assist the Chair in the structure and functions of each committee meeting.

1. The Chair of a committee can allocate specific powers and duties to their Vice Chair.
  - iii. The Vice Chair is allowed to conduct a meeting in the absence of the Chair.
  - iv. It is up to the discretion of the Chair to record meeting minutes.
- c. Reporting to Senate
- i. Each committee is to report to the Senate bi-weekly.
  - ii. A committee report should include progress on current projects, upcoming events and other items deemed necessary to report.
  - iii. A member of a committee that is in the Senate or is a non-Senator that is in attendance at a Senate meeting can give a committee report.
- d. Use of Discretionary Accounts
- i. The following committees have a budget for the academic year:
    1. Budget and Finance Committee, the Council Board, the Social Justice Coalition, Student Association Productions, Alumni Affairs Committee, Rainbow Month Coalition and the Research Board.
  - ii. Funds in a committee's budget can only be used by the members for business purposes.
  - iii. Members must inform their committee of their request to take money out of the budget.
  - iv. All committee members must have a majority vote in order to approve money being taken out of their budget.
  - v. The record of votes either in favor or against a proposal to remove money from the budget must be recorded in the minutes, along with the amount that is being taken out.
  - vi. All requests will be reviewed by the Vice President of Finance and be either approved or denied.
- e. Attendance
- i. Each member of a committee is to be in attendance at every meeting.
  - ii. Each member must be on time for each committee meeting.
    1. If a member is late three times, it will count as an unexcused absence.
  - iii. Each member is allowed three unexcused absences from committee meetings.
  - iv. The committee is not allowed to meet without the presence of the Chair, unless the Vice Chair is instructed to conduct the meeting by the Chair.
  - v. If a committee member has more than three unexcused absences, the member is subject to impeachment from said committee.

1. See Article VI, Section 4 of the Student Association Constitution for information on impeachment of a Committee member
2. Constitution and Rules Committee
  - a. Vice President of Academic of Affairs and Governance chair of the committee
  - b. Committee Make-Up and Appointment Process
    - i. The Constitution and Rules Committee can be made up of 5 Senators and 6 Non-Senators.
    - ii. Senators and non-Senators are to be nominated by the Vice President of Academic Affairs and Governance and are to be confirmed by a majority vote from the Senate.
    - iii. If a member is to resign, they must notify the Vice President of Academic Affairs and Governance immediately.
  - c. General Overview
    - i. The Constitution and Rules Committee (CRC) is responsible for reviewing the Student Association Constitution.
    - ii. The committee has the power to write and review legislation written by Senators and executive board members.
    - iii. The committee has the power to write amendments to the Student Association bylaws.
  - d. Review Process
    - i. Constitutional Amendments
      1. Amendments to the Student Association Constitution must be included in a Student Association election that is held at the end of every fall and spring semester.
      2. In order for an amendment to be passed, the SUNY New Paltz student body must approve it by 10%.
      3. If an amendment is not approved by the student body, the amendment shall not take effect.
      4. If an amendment is approved by the student body, the amendment shall be edited in the official copy of the Student Association Constitution and shall take effect immediately.
    - ii. Bylaws
      1. Bylaws can be proposed by a Student Senator or an Executive Board Member.
      2. For a bylaw to be adopted it must pass a majority vote by the Student Senate.
      3. Amendments to the bylaws can be proposed by a Student Senator or an Executive Board Member.
      4. If an amendment to a bylaw passed a majority vote from the

Student Senate, it shall be edited in the official copy of the Student Association Bylaws and shall take effect immediately.

3. Student Association Productions

a. Attendance

- i. Student Association Productions will be chaired by the Vice President of Programming or her/his designee.
- ii. Attendance is mandatory for all members unless otherwise stated by, or prior arrangements are made with the committee chair.
- iii. Failure by any member to attend any three (3) meetings per semester will result in removal of committee
- iv. Failure to arrive on time at a meeting twice (2) will be recorded as one (1) absence.
- v. Failure to adhere to rules and role within the committee results in immediate removal.
- vi. Removal of committee members is under complete discretion of the Vice President of Programming.

b. Operations

- i. The board shall plan for the mandatory Spring event all year.
- ii. Holding a Fall event is optional.

4. Alumni Affairs Committee

a. Committee Make-Up and Appointment Process

- i. The committee can be made up of 5 Senators and 6 Non-Senators.
- ii. The Chair of the Alumni Affairs Committee must be nominated by the Executive Vice President and be confirmed by a majority vote in the Student Senate.
- iii. Students must be nominated by the Chair of the Alumni Affairs Committee or the Executive Vice President and confirmed by a majority vote from the Student Senate.

b. General Overview

- i. See Article IX, Section 7 of the Student Association Constitution for an overview of the Alumni Affairs Committee.

5. Social Justice Coalition

a. Committee Make-Up and Appointment Process

- i. The committee can be made up of 5 Senators and 6 Non-Senators.
- ii. The Chair of the Social Justice Coalition must be nominated by the Council of Organizations and be confirmed by a majority vote in the Student Senate.
- iii. Students must be nominated by the Chair of the Social Justice Coalition or the Council of Organizations and confirmed by a

- majority vote from the Student Senate.
- b. General Overview
  - i. See Article IX, Section 8 of the Student Association Constitution for an overview of the Social Justice Coalition.
- 6. University Police Department Committee
  - a. Committee Make-Up and Appointment Process
    - i. The committee can be made up of 5 Senators and 6 Non-Senators.
    - ii. Students must be nominated by the Executive Vice President and confirmed by a majority vote from the Student Senate.
  - b. General Overview
    - i. The responsibilities of the University Police Department (UPD) Committee are to establish a relationship between the UPD officers and the student body.
    - ii. To hold events where students can meet UPD officers and socialize.
    - iii. Has the authority to hold a “Know Your Rights” event where student learn their rights when facing legal trouble.
- 7. Transportation Committee
  - a. Committee Make-Up and Appointment Process
    - i. The committee can be made up of 5 Senators and 6 Non-Senators.
    - ii. Students must be nominated by the Executive Vice President and confirmed by a majority vote from the Student Senate.
  - b. General Overview
    - i. See Article IX, Section 5 of the Student Association Constitution for an overview of the Transportation.
- 8. Faculty Governance Committees
  - a. Any student is allowed to sit on committees that are under the jurisdiction of the Faculty Senate.
  - b. A seat on a Faculty Senate committee lasts the academic year.
    - i. If a student cannot hold a seat at any time, they must notify the Vice President of Academic Affairs and Governance as soon as possible.
  - c. The following Faculty Governance committees have student representation:
    - i. Faculty Governance, Curriculum Committee, Academic Affairs Committee, Sustainability Committee, Scholarships and Chancellor’s Award Committee, Education Technology Committee.
    - ii. If student representation is not found for the committees above, the Vice President of Academic of Affairs and Governance can delegate the responsibility across E-board and a report or update

- iii. Information about these committees can be found on the Faculty Governance page on the New Paltz website.
- 9. Other committee requiring student representation
  - a. The following committees also have student representation:
    - i. CAS Board, Judicial Hearing Panel, Village Transportation Implementation Committee, Village Landlord Tenant Relations Committee Liaison, Campus Parking Committee, Environmental Task Force, Classroom Management Advisory Committee, RHSA, Student Conduct Board, Representative, Student Voter and Civic Engagement Committee.
- 10. Temporary Committees and/or Task Forces
  - a. Rationale
    - i. A temporary committee or task force is to be created in the interest of the Senate or executive board.
  - b. Approval by Senate
    - i. A temporary committee or task force is to be introduced to the Senate and be approved by a majority vote.
  - c. Committee Structure
    - i. The position of the committee Chair shall be filled by a member of the Student Association Executive Board or Senate.
    - ii. The number of seats in a temporary committee or task force is to be determined by the creator or Chair of said committee or task force.
    - iii. Each member is to be nominated by the Chair of the committee or task force and be approved by the Senate with a majority vote.
  - d. Making a Temporary Committee Permanent
    - i. If a temporary committee or task force seeks to become permanent within the Student Association, a bill is to be written and proposed to the Senate to be voted on.
    - ii. If the bill passes, the committee will exist within Student Association.
    - iii. It is recommended that once a temporary committee becomes permanent that a constitutional amendment and bylaw is created to officially recognize the committee.

## **Article IX: The Judicial Board**

- 1. Purpose
  - a. The purpose of the Judicial Board is to interpret the Student Association constitution, the associated bylaws, and any piece of legislation passed through the Student Association for the purpose of appeals.

- b. To address any controversies or disputes if necessary and if in violation of the Constitution, the associated bylaws, and any piece of legislation passed through the Student Association.
- 2. Responsibilities
  - a. The Chief Justice
    - i. The responsibility of the Chief Justice is to oversee hearing procedures and ensure that participants receive the equality and fair process rights granted to them.
    - ii. The Chief Justice must lead in-group deliberation, the administration of the hearings, and be aware that guidelines for operational procedures are followed.
    - iii. The Chief Justice is responsible for making recommendations of findings to the Student Association.
    - iv. The Chief Justice is responsible for leading and conducting meetings with the Judicial Board.
  - b. Associate Justices
    - i. The responsibilities of an Associate Justice include attending meetings with the Judicial Board and any hearing that are convened by the Chief Justice.
    - ii. To assist in the overall implementation of procedures to ensure all participants receive the equality and fair process rights granted to them throughout the hearing process.
- 3. Training
  - a. All members of the Judicial Board are required to attend a training session following their appointment.
  - b. The training session must include review of the Constitution and the bylaws, the appeal process and how to conduct hearing sessions and meetings.
  - c. The training session is to be conducted by the Chief Justice, the Student Association Advisor, Vice President of Human Resources, Diversity and Inclusion, and the Director for Student Conduct.
- 4. Appeal Request Process
  - a. All appeals to decisions must be handed into the Student Association Business Office in writing and in person.
  - b. Appeals are first heard by the decision-making body that the appeal is from.
    - i. If the appeal by the decision-making body is denied, the student can bring the appeal to the Judicial Board, and they will decide to hear it or not.
- 5. Criteria for Appeal

- a. The judicial board has original jurisdiction to hear appeals that include the following:
    - i. Bias
    - ii. Inequitable Treatment
    - iii. Rules
  - b. The judicial board has original jurisdiction to hear and rule on cases that include the following:
    - i. Bylaws and the constitutionality of legislation passed by the Student Senate
    - ii. Violations of election procedures stated in the Student Association Constitution
    - iii. Appeals made by candidates in a Student Association election
  - c. The judicial board has appellate jurisdiction on decisions made by decision-making bodies and committees.
  - d. Any decision made by either the Student Association Executive Board or the Student Senate may be appealed to the Judicial Board.
    - i. A student or organization shall provide a signed statement, either electronic or physical, clearly outlining the specific grounds and all supporting facts on which an appeal is based.
  - e. The decision made by the Chief Justice and Associate Justices must be made known to all parties involved seven (7) days after a decision has been made.
6. Hearing and Decision Process
- a. Notification of a hearing shall be served by the Judicial Board to the student within thirty (30) days after the report of the violation. An extension can be allowed with adequate reasoning.
  - b. A request to appear is to be served by the Judicial board and be served in person and requires a student signature of receipt.
    - i. A request shall specify the (a) nature of offense, and (b) the time and place of hearing.
    - ii. The request must be signed by the Chief Justice.
    - iii. The time and place of a hearing must be reasonable in nature.
    - iv. The request must be served at least five (5) days before the hearing.
  - c. The Judicial Board shall inform the accused student in writing of the following:
    - i. The charges against them and shall explain the particulars.
    - ii. Any penalties involved.
    - iii. Their right to summon as many as three (3) character witnesses and have read on their behalf at the hearing as three statements attesting to their character.
    - iv. Their right to review any evidence in advance of the hearing.

- v. Their right to request disqualification for valid reasons.
- vi. Their right to request a reasonable postponement of their trial.
- vii. That only members of Student Association are allowed to participate in Judicial Board hearing.
  - 1. The only exception is if there is a witness who is a non-student.
- d. The Hearing conference shall be composed of the designated number of duly elected or appointed members including the Chief Justice.
- e. A two-third ( $\frac{2}{3}$ ) vote of the Board is required to approve or disapprove an appeal made by a student.
- f. Students can consult the Student Association Attorney for assistance with appeals.

## **Article X: Student Association Elections**

### **1. Elections Committee**

#### **a. Committee Make-Up**

- i. The Elections Committee is to be comprised of the Vice President of Academic Affairs and Governance as Chair, two Senators who are not running for election in either the Senate or executive board, and the Chief Justice.
- ii. The Chair can add more members if needed.
- iii. In the case where the Vice President of Academic Affairs is running for a second term and cannot run the election due to a conflict of interest, a member of the Constitution & Rules Committee must be delegated to run the election.

- 1. The delegate can request help from other members of the Student Association that are not running in the elections and from the Student Association Advisor.

#### **b. Finalizing Dates of Elections and Timeline Requirements**

- i. See the Student Association Constitution under Article XI, Section 3 titled "Timetables".

#### **c. Candidacy Intent Forms**

- i. Candidacy intent forms are to be released approximately a month before the general Student Association elections.
- ii. Candidacy forms are to be completed on the appropriate platform being used at the time.
- iii. Candidacy forms must include the following:
  - 1. An overview of the Student Association to inform the candidate about the organization.
  - 2. Important dates for the candidate to be aware of.

3. The candidate's information; Name, Student ID Number, SUNY New Paltz email address, Anticipated Date of graduation and enrollment status.
  4. The elections guidelines and declaration of intent.
  5. Verification of good academic standing.
  6. A list of the members of the Elections Committee
  7. Any other information requested by the Vice President of Academic Affairs and Governance can be included.
- iv. Campaign Training
1. Candidates are required to attend a training program conducted by the Vice President of Academic Affairs and Governance.
  2. The details of the program will include how to campaign on campus, the rules about campaigning and what to expect in the upcoming weeks before the elections.
  3. Candidates can begin to campaign the day after campaign training.
- v. Meet the Candidates
1. Meet the candidates occurs in open format prior to elections determined by the Vice President of Academic Affairs and Governance
- vi. Candidate Platform
1. All candidates should advertise a platform that is relevant to their position.
    - a. It is up to the discretion of the Vice President of Academic Affairs and Governance, or their designee, to determine what is considered as relevant to a candidate's platform.
  2. Under no circumstances should a candidate include slandering opponents, inciting violence against opponents or any kind of hateful speech.
    - a. If a candidate is to incite hateful speech they will be suspended from running.
    - b. See in the Student Association Constitution Article XII, Section 2 for more details about the behavior of candidates.
- vii. Elections Guidelines
1. See in the Student Association Constitution Article XII, Section 2.
- viii. Elections Appeals and Challenges
1. If a candidate feels that the elections were run unfairly and did not follow the proper process, they have the ability to

- appeal the election.
  - 2. An appeal can be filed 24 hours after the polls close and must be given in writing to the Student Association Business Office.
  - 3. If an appeal has been accepted, the Judicial Board will convene and decide whether the appeal stands.
  - 4. If an appeal stands the election will be nullified and a special election will be held in the beginning of the following semester.
  - 5. If an appeal does not stand the election results will be released and stand as final.
- ix. Election Results Timeline and Notifications
  - 1. The results from a Student Association election will be released 24 hours after voting closing if there are no appeals to the elections.
  - 2. The results shall be sent in an all-students email sent by the Vice President of Academic Affairs and Governance after the window closes for appeals.
  - 3. The results will be attached in a spreadsheet detailing how many votes each candidate got and which candidate got what type of seat.

## **Article X I: Student Association Employment**

- 1. All hiring and employment policies are on file in the Student Association Business Office.

## **Article XII: Student Association Insurance Policy and Programs**

- 1. Documentation
  - a. Student Association will purchase and keep on file liability insurance in the Student Association Business Office.
- 2. Coverage
  - a. The insurance policies of Student Association should also include SUNY and New York State as additional insured.

## **Article XIII: Student Association Legal Services**

- 1. Overview
  - a. Student Association must hire a lawyer to review employee and financial contracts that are greater than five hundred (500) dollars.
- 2. Contract Review

- a. The lawyer must have their contract reviewed every three (3) years by the Executive Board and the Director of Business Operations.
- b. If the position of the Student Association Attorney is vacant, possible hires must submit a bid and be reviewed and approved by the executive board and the Director of Business Operations.
  - i. Once the executive board and the Director of Business Operations agree on a candidate, they will be hired.

## **Article X V: Bylaw Revision Procedures**

1. Bylaws that outline the operational procedures for all governing functions of the Student Association must be maintained in a manner consistent with those applicable to New York Not -for-Profit Corporations, and exempt from income taxation, pursuant to Section 501(c)(3) of the Internal Revenue Code of 2017, each as may subsequently be amended.
2. Substantive deletions or changes to these bylaws are not advisable unless the Student Association no longer conducts that business or is no longer a functioning governing body.
3. Review by a Student Association Attorney
  - a. Before amended bylaws are to be presented for approval by the Senate, appropriate counsel retained by the Student Association shall first review the proposed amendment to assure statutory and regulatory compliance.
  - b. Counsel retained by the Student Association shall be empowered to unilaterally recommend to the Student Senate that any proposed amendment to the bylaws be modified at said attorney's direction if it might reasonably violate any statute, regulation or applicable SUNY guidance; jeopardize the Student Association's status as a New York Not-for-Profit Corporation, exempt from income taxation pursuant to 501(c)(3) of the Internal Revenue Code of 2017 (each as may subsequently be amended); unethical or immoral.
4. Process by Student Senate
  - a. For a bylaw revision to be approved, it must be passed by a two-thirds ( $\frac{2}{3}$ ) majority vote by the Student Senate.
5. Review Process
  - a. Every three years the entirety of the Student Association Bylaws is to undergo a review, or whenever necessary.

# STUDENT ASSOCIATION OF SUNY NEW PALTZ, INC. APPENDICESTO BY-LAWS

## APPENDIX A—By-Law & Corporate Policy Definitions

1. Affiliates is a term defined by the New York Not-for-Profit Corporation Law, which means any entity controlled by, or in control of, the Student Association. [The Student Association is not presently an Affiliate of, or with, any other entity. However, other definitions stipulated herein address the future possibility of such relationships]
2. Entire Executive Board/Senate - means the total number of Executive Board Members/Senators (as appropriate) entitled to vote which the Executive Board/Student Senate (again, as appropriate) would have if there were no vacancies. If the Constitution and/or By-Laws provide that the Executive Board/Student Senate shall consist of a fixed number of Executive Board Members/Student Senators, then the term “entire Executive Board” or “entire Student Senate” shall mean that exact number of Executive Board Members/Student Senators. If the By-Laws provide that the Senate may consist of a range between a minimum and maximum number of Executive Board Members/Student Senators, then the term shall constitute the entire number of Executive Board Members/Student Senators within such range that were actually elected, as of the most recently held election, as well as any Executive Board Members/Senators whose terms have not yet expired.
3. Executive Board - means the collective duly elected, presently serving as voting members of the Executive Board, all bound by certain statutorily-required fiduciary duties, duties, considered to be the equivalent of an “Executive Committee” of the “Board of Directors,” as such terms are identified in the New York Not-for-Profit Corporation Law, and further defined by the interpretation, thereof.
4. Executive Board Member - means any duly elected, currently serving voting member of the Executive Board, bound by certain statutorily required fiduciary duties, who shall be considered the equivalent of a “Officer” and “Director,” as each term is identified in the New York Not-for-Profit Corporation Law, and further defined by the interpretation, thereof.
5. Employee - means an individual who has received wages for services rendered to the Student Association within the last three (3) fiscal years,

specifically excluding reimbursement for expenses reasonably incurred by virtue of services rendered to the Student Association or reasonable compensation for services rendered as an Executive Board Member or Student Senator, including, but not limited to stipends.

6. Independent Auditor- means the Certified Public Accountant performing the audit of the financial statements of the Student Association who is not—nor is any member of the CPA’s firm—a Board Member, Student Senator, employee or consultant of the Student Association or has a Relative who is such an individual.
  
7. Independent Director – is a term de fined by the Not-for-Profit Corporation Law, applicable to each duly elected, currently serving Executive Board Member and every Student Senator who:
  - i. is not, and has not been within the last three (3) fiscal years, an Employee or Key Person of the Student Association, or an Affiliate of the Student Association, and does not have a Re lative who is, or has been within the last three (3) years, a Key Person of the Student Association or an Affiliate;
  - ii. has not received, and does not have a Relative who has received, in any of the las t three (3) fiscal years, more than ten thousand dollars (\$10,000) in direct compensation from the Student Association or an Affiliate (other than re imbusement for expenses reasonably incurred as a Director or reasonable compensation for service as a Director);
  - iii. is not a current Employee of or does not have a substantial financial interest in, and does not have a Re lative who is a current Officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the Student Association or an Affiliate of the Student Association if the amount paid by the Student Association or the entity, or received by the Student Association from the entity for such property or services, in any of the las t three (3) fiscal years, exceeded the lesser of twenty-five thousand dollars (\$25,000), if the Student Association’s consolidated gross revenue was five hundred thousand dollars (\$500,000), or more, but less than ten million dollars (\$10,000,000).
    - For purposes of this definition, the term “compensation” specifically excludes reimbursement for expenses reasonably incurred as an Officer or Director or reasonable compensation for service as an Officer or

Director (such as reasonable stipends for Executive Board Members or Student Senators).

- For purposes of this definition, the term "payment" does not include charitable contributions, dues or fees paid to the Student Association for services which the Student Association performs as part of its nonprofit purposes (including, but not limited to the Mandatory Student Activity Fee), or payments made by the Student Association at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Student Association that are available to individual members of the public (such as Students) on the same terms (for instance, funds awarded by the Student Association to a student organization where the Executive Committee Member or Student Senator has served as a member or officer), and such services received by the Student Association are not available from another source.
8. Key Person - is a term defined by the Not-for-Profit Corporation Law, and means any person, other than an Officer or Senator, whether or not an employee of the Student Association, who:
- i. has responsibilities, or exercises powers or influence over the Student Association, as a whole in a manner similar to the responsibilities, powers, or influence of Officers or Senators.
  - ii. manages the Student Association, or a segment of the Student Association that represents a substantial portion of the activities, assets, income, or expenses of the Student Association; or,
  - iii. alone, or with others, controls or determines a substantial portion of the Student Association's capital expenditures or operating budget.
9. Relative - is a term defined by the Not-for-Profit Corporation Law, and means a given individual's spouse, domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and/or great-grandchildren.
10. Student - means any duly authorized, currently enrolled, Mandatory Student Activity Fee-paying, full or part-time student enrolled at the State University of New York, College at New Paltz, self-identifying as member of the Student

Association, enfranchised to vote on any, and all, matters put before the Student Association, among other entitlements, and, bound by several associated obligations, with respect to governance, as identified in a written Constitution and By-Laws.

11. Student Association - means the student government association of the State University of New York, College at New Paltz, duly authorized to represent the interests of all enrolled Students at SUNY New Paltz, as more fully described in a written Constitution and/or By-Laws.
12. Student Senator- means any duly elected, currently serving voting member of the Student Senate, bound by certain statutorily required fiduciary duties, and considered the equivalent of a "Director," as identified in the New York Not-for- Profit Corporation Law, and further de fined by the interpretation, thereof.
13. Student Senate - means the collective governing body of duly elected, presently serving as voting members of the Student Senate, all bound by certain statutorily- required fiduciary duties, considered to be the equivalent of a "Board of Directors," as identified in the New York Not-for-Profit Corporation Law, and further defined by the interpretation, thereof.

## APPENDIX B — Executive Board & Student Senate Conflicts of Interest Policy & Related Party Transactions Policy

### 1. *Policy Requirements.*

Any real or potential “Conflict of Interest” and/or “Related Party Transaction” (each as defined herein) and any other interested matter must be addressed in accordance with the terms of this Executive Board and Student Senate Conflicts of Interest and Related Party Transactions Policy. Any Conflict of Interest and/or Related Party Transaction, or any other interested matter, authorized in a manner that is materially inconsistent with the terms of this policy may be subsequently rendered void or voidable by a vote of a majority of the Executive Board, excluding any Executive Board Member with an interest in the subject transaction or matter.

### 2. *Definitions.*

- a. Conflict of Interest. Unless otherwise specifically excluded herein, a “Conflict of Interest” means any transaction, agreement or any other arrangement, including, but not limited to a “Related Party Transaction,” as defined herein, between this Student Association and another individual or entity that confers a direct, substantial benefit to any Related Party, as defined herein. The following circumstances shall not be considered a Conflict of Interest for purposes of interpretation of this definition or consideration of a Conflict of Interest by the Executive Board or Student Senate:
  - i. the current, or prior, service of an Executive Board Member, Student Senator or other Key Person of this Student Association, or a Relative thereof, all as defined by Appendix A, as an officer, director, trustee, key employee or partner, or the equivalent thereof, of any corporate entity that is: considered to be an Affiliate or the Affiliate of an Affiliate, or;
  - ii. the current, or prior, receipt by an Executive Board Member, Student Senator or other Key Person of this Student Association, or a Relative thereof, of financial awards tendered by the Student Association that are generally made available to other similarly -situated individuals or entities (such as funded Student groups or organizations), provided that the recipient has not, received any preferential treatment as a consequence of a relationship with this Student Association.

The assessment of, and any determination concerning any Conflict of Interest must be considered in strict compliance with the adopted policies and procedures of the Student Association.

- b. Related Party Transaction. Unless otherwise specifically excluded herein, a “Related Party Transaction” means any transaction, agreement or any other

arrangement in which a Related Party has a financial interest and in which the Student Association, or any Affiliate, is a participant. The following circumstances shall not be considered a Related Party Transaction for purposes of interpretation of this definition or consideration of a Related Party Transaction:

- i. the transaction, or the Related Party's financial interest in the transaction is *de minimis*;
- ii. the transaction would not customarily be reviewed by the Executive Board, the Student Senate or the boards of directors of similar organizations, in the ordinary course of business and is available to others on the same or similar terms; or
- iii. the transaction constitutes a benefit provided to a Related Party solely as a member of a class of the beneficiaries that the Student Association intends to benefit as part of the accomplishment of its mission which benefit is available to all similarly situated members of the same class on the same terms (such as Student groups or organizations).

Transactions of, and any determination concerning, any Related Party Transaction, must be considered in strict compliance with the adopted policies and procedures of the Student Association.

c. Related Party. A "Related Party" means any:

- i. Executive Board Member, considered to be each an Officer and Director by Appendix A;
- ii. Student Senator, considered to be the equivalent of each a Director by Appendix A;
- iii. Key Person, as defined by Appendix A;
- iv. Relative, as defined by Appendix A, of an Executive Board Member, Student Senator or Key Person (each as defined by Appendix A);
- v. partnership or professional corporation where an Executive Board Member, Student Senator or other Key Person, or a Relative thereof, directly or indirectly, has an ownership interest in excess of five percent (5%);
- vi. entity where an Executive Board Member, Student Senator or other Key Person, or a Relative thereof, directly or indirectly, holds a thirty-five percent (35%), or greater, ownership or beneficial interest; or,
- vii. corporate entity where an Executive Board Member, Student Senator or other Key Person, or a Relative thereof, serves as an officer, director, trustee, key employee or partner, or the equivalent thereof.

3. *General Disclosure.*

Prior to initial election, and annually thereafter, each Executive Board Member/Student Senator shall be required to complete, sign and submit to the Secretary, or an authorized designee, as appropriate, a written statement identifying, to the best of the Executive Board Member/Student Senator's knowledge, any entity of which such Executive Board Member/Student Senator is an officer, director, trustee, owner (either as a sole proprietor, partner or member) or employee and with which has a relationship, and any transaction in which the Student Association is a participant and in which the Executive Board Member/Student Senator might have a real or potential interest. The Secretary shall provide a copy of all completed disclosure statements to the Executive Board and the Student Association's Independent Auditor. A copy of each disclosure statement shall be available to any Executive Board Member or Student Senator on request.

4. *Specific Disclosure.*

If at any time during his or her term of service, an Executive Board Member, Student Senator Director or other Key Person (each as defined by Appendix A) acquires an interest, or circumstances otherwise arise, which could give rise to a real or potential Conflict of Interest and Related Party Transaction, or any other interested matter, the individual shall promptly disclose, in good faith, to the Executive Board, the material facts concerning such interest.

5. *Process of Review.*

Unless the Student Senate elects to directly assume such responsibility, the Executive Board shall thoroughly review any real, or potential, Conflicts of Interest or Related Party Transactions, or any other interested matter and, if conducted by the Executive Board, submit to the Student Senate a recommendation as whether or not it should be approved.

6. *Standard of Review.*

For purposes of this policy, amongst the considerations of the Executive Board and/or the Student Senate relative to assessment of any real or potential Conflict of Interest and/or Related Party Transaction, shall be the determination as to whether any financial interest, amounts to a Conflict of Interest and/or a Related Party Transaction, each as defined herein. Should any such financial interest be considered a Conflict of Interest and/or a Related Party Transaction, the terms of this "Conflict of Interest and/or Related Party Transaction Policy" shall apply with regard to proper consideration of the matter. Should the financial interest not amount to a Conflict of Interest and/or Related Party Transaction, as defined herein, the transaction shall be considered an ordinary business matter unworthy of additional non-customary review and/or documentation.

8. *Authorization of Conflicts of Interest & Related Party Transactions.*

As required by the New York Not-for-Profit Corporation Law, the Student Association shall not enter into any matter considered to be a Conflict of Interest and/or a Related Party Transaction, or any other interested matter, unless such a financial transaction, or other matter, is determined by the Executive Board and/or Student Senate, at the time of determination, to be:

- i. fair;
- ii. reasonable; and,
- iii. in the Student Association's best interest.

9. *Authorization of Transactions Concerning Substantial Financial Interest.*

With respect to any Conflict of Interest and/or Related Party Transaction, or other interested matter, in which a Related Party, or otherwise conflicted individual, has a substantial financial interest, the Executive Board or Student Senate, as appropriate, shall:

- i. prior to entering into any such transaction, or matter, to the extent practicable, consider alternative transactions and/or a review of information compiled from, at least, two (2) independent appraisals of other comparable transactions;
- ii. approve the transaction by not less than a two-thirds majority vote of the applicable empowered voters, present at the meeting; and,
- iii. contemporaneously document the basis for approval, which shall include the preparation of a report, to be attached to the minutes of any meeting where the transaction or matter was deliberated or authorized, identifying the details of the transaction or matter; alternate transactions considered; materials or other information reviewed, authorized voters present at times of deliberations; names of those who voted in favor, opposed, abstained or were absent; and the specific action authorized.

10. *Restrictions.*

With respect to any Conflict of Interest and/or Related Party Transaction, or any other conflicted matter, considered by the Executive Board and/or the Student Senate, as appropriate, no Related Party, or otherwise conflicted individual, shall:

- i. be present at, or participate in, any deliberations;
- ii. attempt to influence deliberations; and/or,
- iii. cast a vote on the matter.

Nothing herein shall prohibit the Executive Board and/or the Student Senate, as

appropriate, from requesting that a Related Party, or otherwise conflicted individual, present information concerning a Conflict of Interest and/or Related Party Transaction, or any other interested matter, at an appropriate meeting prior to the commencement of deliberations or related voting.

*11. Audit-Related Disclosure.*

It shall be the duty of the Secretary to see to it that all newly -received and annually -submitted Conflict of Interest and Related Party Transaction Disclosure Statements, and any case -specific Conflict of Interest and/or Related Party Transaction reports, together the minutes of any related meetings, are promptly provided to the Secretary, and if not to the Executive Board, as a body, to assure that they are properly considered for auditing purposes.

## APPENDIX C—Code of Ethical Conduct & Annual Potential Conflicts Disclosure Statement

### *—Code of Ethical Conduct—*

This Student Association is committed to maintaining the highest standard of conduct in carrying out our fiduciary obligations in pursuit of our tax-exempt mission and purposes. As such, to the extent applicable each and every Executive Board Member, Student Senator and any other Key Person (as defined by Appendix A) shall adhere to the following code of conduct:

#### By-Laws & Policies

- Be aware of and fully abide by the By-Laws, policies and procedures of the Student Association.
- Assure corporate compliance with respect to all statutes, regulations and contractual requirements.
- Respect and fully support the duly made decisions of the Executive Board and Student Senate in accordance with all applicable fiduciary duties, including those related to care, loyalty and obedience.

#### Informed Participation.

- Attend most, if not all, meetings, including those of committees;
- Remain informed of all matters that come before the Exec Board/Senate and/or assigned committees;
- Respect and follow the “chain of command” of the Exec Board/Senate and administration.
- Constructively and appropriately bring to the attention of the proper student representatives of any questions, general observations or personal opinions of significance on relevant matters of governance, policymaking and corporate constituencies.
- Oppose, on the record, actions with which one disagrees or is in serious doubt.
- Appropriately challenge, within the Constitution and By -Laws of the Student Association, any decisions that violate the legal, fiduciary or contractual obligations of the Student Association.

#### Conflict of Interest, Representation & Confidentiality

- Represent the best interests of the Student Association at all times and to declare any and all duality of interests or conflicts of interests, material or otherwise, that may impede or be perceived as impeding the capacity to deliberate or act in the good faith, on behalf of the best interests of the Student Association'
- Not seek or accept, on behalf of self or any other person, any financial advantage or gain that may be offered because, or as a result, of affiliation with the Student Association'
- Publicly support and represent the duly made decisions of the Executive Board and/or Student Senate;
- Not use or otherwise relate one's affiliation with the Student Association to independently promote or endorse candidates or parties for the purpose of election i n any governmental local, state or national election, primary or referendum.
- Maintain full confidentiality and proper use of information obtained as a result of Executive Board/Student Senate service in accordance with established policy or direction.

Interpersonal

*—Annual Potential Conflicts Disclosure Statement—*

As an Executive Board Member, Student Senator or other Key Person of the Student Association (all as defined by Appendix A), prior to your being seated on the Executive Board or Student Senate , as appropriate, and, annually thereafter, you are required to truthfully, completely and accurately disclose all information requested herein and to promptly update all such information as factual circumstances may change from time -to-time. With regard to this Conflicts Disclosure Statement, be advised, all material terms identified by quotation marks are defined by Appendix A of the By - Laws of the Student Association, which is entitled "By-Law & Corporate Policy Definitions".

*Please circle 'Yes' or 'No' & provide additional information when requested*

Financial Information Return Disclosure

Responses to the following questions are required to complete financial information returns annually submitted to the Internal Revenue Service and the Office of the Attorney General.

1. Have you served as an officer, director, trustee, partner or member of , or hold a thirty-five percent (35%) or greater ownership or beneficial interest in, or in the case of a partnership or professional corporation a direct or indirect ownership interest in exceeding five percent (5%), in an entity, which during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with the Student Association?

No Yes

If yes, attach a detailed explanation of the circumstances.

2. Have you, individually, or through an entity where you hold a thirty-five percent (35%) or greater ownership or beneficial interest, or in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%) during the most recently completed, or current, fiscal year, had, or are reasonably anticipated to have, a direct, or indirect, business relationship, with any individual who is such an officer, director, trustee, partner or member?

No Yes

If yes, attach a detailed explanation of the circumstances.

3. Do you have a Relative who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, a direct, or indirect, business relationship with the Student Association?

No Yes

If yes, attach a detailed explanation of the circumstances.

4. Have you, or did you have a Relative who, during the most recently completed, or current, fiscal year, had, or is reasonably anticipated to have, any transaction with the Student Association that might reasonably be considered a real or potential conflict of interest pursuant to the Student Association's Conflicts of Interest/Related Party Transactions Policy, which has not been otherwise disclosed?

No Yes

If yes, attach a detailed explanation of the circumstances.

5. The Student Association relies upon a comprehensive written Conflicts of Interest & Related Party Transaction Policy, has the Executive Board and/or Student Senate, appropriate, neglected or refused to provide you with a current draft of this policy or a sufficient opportunity to review and discuss its terms?

No Yes

If yes, attach a detailed explanation of the circumstances.

Independent Director Assessment Disclosure

*Please circle 'Yes' or 'No' & provide additional information when requested*

In order to qualify as an "Independent Director," as defined by statute, an Executive Board Member or Student Senator, you must respond in the negative to each of the following questions, although failure to respond to all questions in the negative shall not preclude your ability to serve on the Executive Board or Student Senate.

1. Are you currently, or have you been, within the last 3-fiscal years, an Employee or a Key Person (each as defined by Appendix A) of the Student Association, or an Affiliate (Appendix A)?

No Yes

If yes, attach a detailed explanation of the circumstances.

2. Do you have a Relative (as defined in Appendix A) who is, or has been within the last 3-fiscal years, an Employee or Key Person of the Student Association or an Affiliate?

No Yes

If yes, attach a detailed explanation of the circumstances.

3. Have you received, within the last 3-fiscal years, more than \$10,000 in compensation from the Student Association, or an Affiliate, specifically excluding reimbursement for out of-pocket costs and/or, compensation for services rendered as a representative of the Student Association, such as Student Association governance stipends.

No Yes

If yes, attach a detailed explanation of the circumstances.

4. Do you have a Relative who has received, within the last three 3-fiscal years, more than \$10,000 in compensation from the Student Association, or an Affiliate, other than reimbursement for out -of-pocket expenses or compensation as a Director, including Student Association governance stipends?

No Yes

If yes, attach a detailed explanation of the circumstances.

5. Are you, or a Relative, a current officer or employee of, or have a substantial financial interest in, any entity that has provided payments\* (see below), property or services to, or received payments, property or services from, the Student Association, or an Affiliate, if the amount paid to the entity or received by the Student Association, or an Affiliate, from the entity, within the last 3 -fiscal years, exceeded the lesser of \$10,000 or 2% of such entity's consolidated gross revenues if the entity's consolidated gross revenue was less than \$500,000; \$25,000, if the entity's consolidated gross revenue was \$500,000, or more, but less than \$10,000,000; or, \$100,000 if the entity's gross revenue exceeded \$10,000,0?

No Yes

If yes, attach a detailed explanation of the circumstances.

6. Are you, or a Relative, a current owner (wholly or partially) of the firm associated with the "Independent Auditor" (as defined by Appendix A) or, otherwise, worked for said Independent Auditor outside our specific audit at any time during the past 3-fiscal years?

No Yes

If yes, attach a detailed explanation of the circumstances.

—*Certification*—

I, the undersigned, certify that I have read and understand this Annual Conflicts Disclosure Statement. I agree that my actions will comply with the disclosures found in this document. I further affirm that neither I, as a Related Party nor any Relative have, or had, an interest, or has taken any action, that contravenes, or is likely to contravene, the Conflicts of Interests and Related Party Transaction Policy of the Student Association or, otherwise impedes my ability to act as a fiduciary and in the best

interests of the Student Association, except those that may have been disclosed herein.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

- \* *Note: for purposes of Questions 1-5 above, the definition of the term “Affiliate,” as defined by statute, shall mean any entity controlled by, or in control of, the Student Association.*
  
- \* *Note: for purposes of Question 5 above, the definition the term “payments” does not include charitable contributions, dues or fees paid to the Student Association for services which the Student Association performs as part of its nonprofit purposes, or payments made by the Student Association at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the Student Association are available to individual members of the public on the same terms, and such services received by the Student Association are not available from another source.*

## APPENDIX D— Audit Oversight Policy

### 1. *Auditing*

Provided the Student Association is required pursuant to stipulated statutory thresholds dictated by revenue annually received and/or other applicable regulation and/or contractual obligation, or if demanded by the representatives of the Board of Regents of the State University of New York, the Office of the Attorney General, or if requested by another regulatory agency or funder as a condition of funding, or if otherwise recommended and authorized by the State University of New York (“SUNY”), SUNY College at New Paltz, the accounts of the Student Association shall be subject to an annual audit report or audit review report prepared by “Independent Auditor” (as defined by Appendix “A”) to be overseen by the Executive Board, which shall be comprised solely of “Independent Directors” (as defined by Appendix A). If such an audit report or audit review is commissioned, the Student Association shall adhere to the terms of this Audit Oversight Policy, which, in the absence of statutory obligation, shall be considered advisable, but not required.

### 2. *Restrictions*

Once retained, neither the Independent Auditor, nor or a partner, associate or employee of the Independent Auditor’s firm or practice; or a “Relative” (as defined in Appendix A), or a partner, associate or employee of a Relative’s firm or practice, shall perform any assistance to the Student Association other than that directly related to auditing functions.

### 3. *General Duties*

While working with the Independent Auditor retained to prepared annual audit report, the Executive Board, which shall be comprised solely of “Independent Directors” (as defined by Appendix A), shall perform the following duties:

- i. oversee the accounting and financial reporting processes of the Student Association and the audit of the Student Association's financial statements;
- ii. annually retain or renew the retention of an Independent Auditor to conduct the audit and, upon completion thereof, review the results of the audit and any related management letter with the Independent Auditor; and,
- iii. oversee the adoption, implementation of, and compliance with the Student Association’s “Conflicts of Interest Policy and Related Party Transaction Policy,” if such functions are not otherwise performed by another Committee of the Board or the Entire Board itself.

### 4. *Revenue-Imposed Duties*

The Executive Board shall also be required to perform the following duties:

- i. review with the Independent Auditor the scope and planning of the audit prior to commencement;
- ii. upon completion of the audit, review and discuss with the Independent Auditor:
  - a. any material risks and weaknesses in internal controls identified by the Independent Auditor;
  - b. any restrictions on the scope of the Independent Auditor's activities or access to information;
  - c. any significant disagreements between the Independent Auditor and management; and,
  - d. the adequacy of the Student Association's accounting and financial reporting processes;
- iii. annually consider the performance and independence of the Independent Auditor; and,
- iv. report on the Executive Board's activities to the Student Senate.

## APPENDIX E—Indemnification & Insurance Policy

### *1. Authorized Indemnification.*

Unless clearly prohibited by applicable statute, regulation or these By - Laws, the Student Association shall indemnify any person (an “Indemnified Person”) made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by the Student Association, by reason of the fact that s/he (or her/his Testator or Administrator, if then deceased), whether before or after adoption of this Policy: (a) is or was an Executive Board Member (the equivalent of an “Officer,” as interpreted by the Not-for-Profit Corporation Law;

(b) is or was a Student Senator (the equivalent of a “Director” as interpreted by the Not -for-Profit Corporation Law; (c) is or was an employee of the Student Association; or (d) is serving or served, in any capacity, at the request of the Student Association, as a director, officer, employee or agent of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided the Student Association shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding.

### *2. Prohibited Indemnification.*

The Student Association shall not indemnify any person if a judgment, or other final adjudication, adverse to any Indemnified Person establishes, or the Board of Directors in good faith determines, that such person’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that s/he personally garnered any financial profit or other advantage to which s/he was not legally entitled.

### *3. Advancement of Expenses.*

The Student Association shall, on request of any Indemnified Person who is, or may be, entitled to be indemnified by the Student Association, pay or promptly reimburse an Indemnified Person’s reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a written commitment to repay the Student Association, with interest, for any amount advanced for which it is ultimately determined that he/she is not entitled to be indemnified pursuant to statute or these By -Laws. An Indemnified Person shall cooperate with any request by the Student Association that common legal counsel be used by the parties for such action or proceeding who are similarly situated unless it

would be inappropriate to do so because of real or potential conflicting interests of the parties.

4. *Indemnification of Others.*

Unless clearly prohibited by law or these By-Laws, the Board may approve indemnification by the Student Association, as set forth in Section 1 of this Article, or advancement of expenses as set forth in Section 3 of this Article, to a person (or her/his Testator or Administrator, if then deceased) who is or was employed by the Student Association or who is or was a volunteer for the Student Association, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including actions under taken in connection with service at the request of the Student Association in any capacity for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

5. *Determination of Indemnification.*

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Board shall, upon written request by an Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these By -Laws. Before indemnification can occur, the Student Senate must expressly find that such indemnification will not violate the provisions of Section 2 herein. No Executive Board Member or Student Senator with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Student Senators is not obtainable, the Senate shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these By-Laws.

6. *Binding Effect.*

Any person entitled to indemnification under these By-Laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these By-Laws with respect to any event, action or omission occurring prior to the date of such amendment.

7. *Insurance.*

The Student Association is required to purchase Directors and Officers ("D & O") liability insurance coverage. To the extent permitted by law, such insurance shall insure the Student Association for any obligation it incurs as a result of this Article, or operation of law, and it may insure directly the Executive Board Members, Student Senators, employees or agents of the Student Association for liabilities against which

they are not entitled to indemnification under this Article, as well as for liabilities against which they are entitled or permitted to be indemnified by the Student Association.

8. *Nonexclusive Rights.*

The provisions of this Article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board is authorized to enter into agreements on behalf of the Student Association with any Director, Officer, employee or volunteer to provide them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this Article, subject to the limitations of Section 2 herein.