



University at Buffalo Student Association Inc.

By-Laws

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Article I. Name

The name of the not-for-profit corporation shall be University at Buffalo Student Association Inc. (which is also sometimes referred to in these By-Laws as the “Student Association”, “SA” or “the Corporation”).

Article II. Membership

Every undergraduate student (of any age) of the State University of New York at Buffalo shall be a Member of the Student Association during the period in which such person is an undergraduate UB student.

A person’s status as an undergraduate student shall be as determined by the University. If a person is suspended by the University, that person shall be automatically suspended as a Member of SA during the period of that person’s suspension from the University.

Article III. Governance

The Student Association shall be governed by its Officers, the Senate and the Executive Committee, each of which shall have the powers and duties provided for under these By-Laws or otherwise under applicable law.

Article IV. The Senate and Executive Committee

Section 4.01. The Senate

(a) Membership

The membership of the Senate shall consist of the following:

- (i) Ex-Officio Voting Members:
 - (i) The Academic Council Coordinator
 - (ii) The Engineering Council Coordinator
 - (iii) The Hobby Council Coordinator
 - (iv) The International Council Coordinator
 - (v) The People of Color Council Coordinator
 - (vi) The Special Interest Council Coordinator
 - (vii) The Sports Council Coordinator
 - (viii) The President

- (ix) The Student Affairs Director
- (x) The Vice President
- (xi) The Treasurer

Twelve (12) additional voting Senators shall be elected by and from the membership of the Student Association at large. This election (the “Senate Election”) shall take place no later than the fourth week of the fall semester at a time to be determined by the President. Senators must be members of the Student Association and be eligible to run for and hold office according to any eligibility requirements set by the University at Buffalo. Except for any Ex-Officio Member of the Senate serving in such other position as entitled them to a position as a Member of the Senate, no student may serve as a Senator while also holding a position as a member of the Student Association staff or Student-Wide Judiciary. The preceding sentence shall not prohibit the payment of the Chair for service as Chair, to the extent otherwise allowed for under these By-Laws. The term of Senators shall run from the time at which they are elected until their successors are chosen in the following Senate Election, except for Ex-Officio Members whose terms as Senators shall coincide with their terms in such other position as entitled them to a position as a Member of the Senate.

- (ii) Members of the Student Association may have their names placed upon the ballot in the annual Senate Election upon fulfillment of the following procedures:
 - a) The candidate shall obtain a Senate Candidate Designation Petition from the Student Association.
 - b) The candidate shall obtain the signatures of at least fifty (50) Members of the Student Association and then return the candidate’s petition to the Student Association for review and, if appropriate, approval by the Elections and Credentials Committee. The petition must be returned by a date and time to be determined by the President.
- (iii) If fewer than 12 Senators shall be elected and qualify in the annual Senate Election, the remainder of those 12 Senate seats shall be filled for the relevant term by eligible Senators from the previous term who are then still in office (excluding ex-officio Senators), in order based upon who received the most votes when elected; under such circumstances, in the event of a tie, the winner shall be the person who attended the most Senate meetings as a Senator.
- (iv) No person may hold more than one position on the Senate at once.

- (v) In addition to any other provisions relating to the removal of a Senate member contained in these By-Laws, a member of the Senate may be removed from the Senate by 2/3 majority vote of the Senate for Cause. "Cause" shall have the same meaning as cause for suspension of an officer set forth in Section 8.02 of these By-Laws. Except in an emergency, the Senator who may be removed and the Chairperson of the Senate (if any) must be provided with at least 72 hours notice that such Senator's removal will be considered at a specific Senate meeting(s), a copy of any resolution to be considered relating to the Senator's removal, and stating specifically the alleged cause(s) for such removal, and the date, time and place of such meeting(s); any Senator may provide such notice.
- (vi) Upon vacancy of a Senator (excluding Ex-Officio Members of the Senate), the Senate may elect a new Senator to serve until a successor is chosen in the following Senate Election; that new Senator shall not be a member of the Student Association staff or Student-Wide Judiciary.

(b) Functions

The Senate May:

- (i) Allocate the budget of the Student Association as provided in ARTICLE VII.
- (ii) Approve or disapprove budgetary changes and line transfers as provided in Section 7.03.
- (iii) To hear and decide appeals related to decisions by the SA Officers to recognize or de-recognize clubs, only to the extent provided for under a duly enacted SA policy, and only if such appeal is based on allegation(s) of procedural error or violation of law.
- (iv) Review the operations of all clubs and organizations recognized and/or funded by the Student Association.
- (v) Initiate or approve amendments to the By-Laws of the Student Association as provided in ARTICLE IX.
- (vi) Suspend a SA Officer according to the terms of Article VIII.
- (vii) Enact resolutions concerning issues of importance to the undergraduate student body in regards to issues of academic policy, student rights and student welfare.
- (viii) Upon recommendation of the President and Treasurer, may approve and amend employment policies, internal controls and financial policies for SA and its clubs.
- (ix) Upon recommendation of 2 SA Officers, may approve and amend other policies for SA Clubs.

- (x) Amend or override any SA clubs council constitution.
- (xi) Approve changes to SA's election rules.
- (xii) In the event that the authority to approve or ratify a particular action or policy of the Student Association is not specifically designated to any person or body pursuant to these By-Laws, applicable law, State University of New York policy or SA policy, the authority to approve or ratify such action or policy shall be vested in the Senate.
- (xiii) The Senate shall oversee the adoption, implementation of, and compliance with any Conflict of Interest Policy. The Senate shall oversee the adoption, implementation of, and compliance with the Whistleblower Policy. The Conflict of Interest Policy may contain restrictions on a Senator's ability to vote and/or any other SA official's ability to make decisions regarding a related party transaction or any transaction in which the Senator or other SA official has a conflict of interest.
- (xiv) The Senate shall be deemed to be the Board of Directors of the Corporation for all purposes.

(c) Chairperson of the Senate

- (i) Any Member of the Senate (excluding Ex-Officio Members) may run for the Office of Chairperson of the Senate.
- (ii) The term of Chairperson of the Senate shall run from the date on which that student is elected Chairperson until conclusion of the following Senate Election. The Chairperson of the Senate shall be elected at the first meeting of the Senate after the annual Senate Election. Should the office of the Chairperson of the Senate become vacant, the Senate shall elect a new Chairperson for the remainder of the term. In any vote for Chairperson, the Chairperson shall be elected by a majority of the Members of the Senate present at a duly held meeting of the Senate. In the event that no candidate receives a majority vote on the first ballot, the candidate receiving the fewest votes shall be eliminated and another vote shall be conducted. This process shall be repeated until one candidate does receive a majority.
- (iii) The Chairperson of the Senate may be removed as Chairperson of the Senate at any time by a vote of a two-thirds (2/3) majority of the Senate. Such removal shall not constitute the Chairperson's removal as a member of the Senate; that person shall continue to be a member of the Senate for the remainder of that Senator's term, unless removed as a member of the Senate pursuant to another provision of these By-Laws.

- (iv) The Chairperson shall be accorded the same rights and privileges as a Senate member, except when the Chairperson assumes the chair. At such time the Chairperson shall be subject to any rules relating to the position of chair as set forth in the SA By-Laws and SA Senate Rules of Procedure.
- (v) Duties:
 - 1) To serve as the presiding officer and chair of the Senate and shall be subject to any rules relating to the position of chair as set forth in the SA By-Laws and SA Senate Rules of Procedure.
 - 2) To represent the Senate both inside and outside of the University Community.
 - 3) To coordinate the activities of the Senate Committees.
 - 4) To place on the agenda issues of importance to the Student Association that are within the jurisdictions of the Senate.
 - 5) To appoint or remove a Senator as the Senate Parliamentarian.
 - 6) To serve as a voting member of the Executive Committee.
 - 7) To serve as an ex-officio member of all Senate Committees.

(d) Meetings

- (i) Meetings of the Senate shall be convened by the Chairperson:
 - 1) At least once every four (4) weeks during the school year.
 - 2) Whenever the Chairperson deems necessary.
 - 3) Within one week after the Chairperson is presented with a petition containing the signatures of at least two percent (2%) of the membership of the Student Association.
 - 4) Within one week after the Chairperson is presented with a petition containing the signatures of at least one-third (1/3) of the membership of the Senate.
- (ii) Any person may address the Senate upon recognition by the Chair.
- (iii) The Senate may take action by the majority vote of Members of the Senate present at a duly held meeting of the Senate, except where otherwise stated in the By-Laws.
- (iv) All Senate meetings at which voting is to take place must be announced at least five (5) days in advance and in at least two of the three following forms:
 - 1) Campus periodical
 - 2) Student Association Web Page or Web Page affiliated with Campus periodical
 - 3) Electronic Mail (e-mail) or Listserv to the Senate Members

- (v) Any proposed resolution, rule, regulation, policy or any amendment thereto, that is scheduled to be the subject of discussion by the Senate or any Senate Committee, shall be posted on the SA website to the extent practicable at least 24 hours prior to the meeting.
- (vi) A majority of Senators present, whether or not a quorum is present, may adjourn any meeting of the Senate to another time and place. If the adjournment is for more than twenty-four (24) hours, notice (via e-mail only) of any adjournment of a meeting of the Senate to another time or place shall be given to the Senators who were not present at the time of the adjournment and, unless such time and place are announced at the meeting, to the other Senators.
- (vii) The SA Senate may set and amend Rules of Procedure for the conduct of its meetings and the meetings of any SA Senate Committee, by a vote of at least 2/3 of members present at a duly held meeting of the SA Senate, so long as such rules do not contradict SA's Certificate of Incorporation, By-Laws, Conflict of Interest Policy or Whistleblower Policy, or any applicable law, regulation or SUNY/UB policy. If SA's Certificate of Incorporation, By-Laws, Conflict of Interest Policy, Whistleblower Policy and the SA Senate Rules of Procedure are all silent as to a particular procedural issue concerning the conduct of Senate or Senate Committee meetings, Robert's Rules of Order shall apply. No violation of the Senate Rules of Procedure or Robert's Rules of Order shall result in the invalidation of any otherwise valid action of the SA Senate or any Senate Committee.
- (viii) In the event that the office of Chairperson of the Senate is vacant or in the event that the Senate Chairperson fails to attend a duly held meeting of the Senate, the President (or Vice President, if the President shall so delegate) shall chair any meetings of the Senate during such absence or vacancy.
- (ix) Except as otherwise stated in these By-Laws, quorum for any meeting of the Senate or Senate committee shall be fifty percent (50%) of the membership of such body (excluding vacant positions). Quorum for the Senate shall never be less than 6.

(e) Committees

- (i) Finance Committee
 - 1) The Committee shall consist of seven (7) Members of the Senate.
 - 2) The Treasurer shall be a Member and Chairperson of the Finance Committee.
 - 3) The Treasurer shall select six (6) other Members of the Senate to serve on the Committee, subject to approval by the Senate.

- 4) The Treasurer may vote only to make or break a tie on the Finance Committee.
- (ii) Additional standing committees shall be established by vote of a majority of the Senate.
- (iii) Minutes shall be taken at all Senate Committee meetings.
- (iv) Notice of a Senate Committee meeting shall be emailed to the members of that Committee and posted on the SA website at least 24 hours in advance.

(f) Elections

Senate elections will be held in the fall semester as outlined in these By-Laws.

(g) Audit Oversight

- (i) The Board, or a designated Audit Committee of the Board comprised solely of independent directors, shall oversee the accounting and financial reporting processes of the Corporation and the audit of the Corporation's financial statements. The Board or designed Audit Committee shall 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.
- (ii) The Board, or a designated Audit Committee of the Board comprised solely of independent directors, shall:
 - 1) Review with the independent auditor the scope and planning of the audit prior to the audit's commencement;
 - 2) Upon completion of the audit, review and discuss with the independent auditor: (a) any material risks and weaknesses in the internal controls identified by the auditor, (b) any restrictions on the scope of the auditor's activities or access to requested information, (c) any significant disagreements between the auditor and management, and (d) the adequacy of the Corporation's accounting and financial reporting processes;
 - 3) Annually consider the performance and independence of the independent auditor; and
 - 4) If the duties required by this section are performed by an Audit Committee, report on the Committee's activities to the Board.
- (iii) Only independent directors may participate in any Board or Committee deliberations or voting relating to matters set forth in this Section 4.01(g). As used in these By-Laws, "independent director" shall have the same definition as is set forth in the New York Not-for-Profit Corporation Law (as may be amended from time to time).

Section 4.02. Executive Committee

(a) Membership

- (i) The membership of the Executive Committee shall consist of the following:
 - 1) The President
 - 2) The Vice President
 - 3) The Treasurer
 - 4) Chairperson of the Senate
- (ii) Each member of the Executive Committee shall have one (1) vote and only one vote.

(b) Meetings

- (i) Meetings of the Executive Committee shall be called by the President:
 - 1) Whenever any member of the Executive Committee deems such a meeting necessary,
or
 - 2) Within one week after the President is presented with a petition containing the
signatures of one-third of the membership of the Senate.
- (ii) Notice of Executive Committee meetings shall be emailed to the members of the
Executive Committee and posted on the SA website at least 24 hours in advance.
- (iii) Minutes must be taken at meetings of the Executive Committee.

(c) Quorum

A quorum for any meeting of the Executive Committee shall be three (3) members, with the exception of any meeting held in between the last day of classes of the spring semester and first day of classes of the fall semester, during which time a quorum shall be two (2) members, or if any position(s) comprising the membership of the Executive Committee is unoccupied, quorum shall be two (2) members.

(d) Functions

- (i) The Executive Committee may enact resolutions, approve budgetary changes (including line transfers) and approve and amend policies, subject to all of the following conditions:
 - 1) If a majority of the members present at the Executive Committee meeting shall vote in favor of doing so; and

- 2) If a situation exists which requires Senate action or approval, and the Senate is unable to meet or the delay of such action or approval would lead to a loss, diminution in value, or loss of opportunity, financial or otherwise, for the Student Association; and
- 3) The Executive Committee can only vote to approve or amend any employment policy, internal controls or financial policy, if first recommended by the President and Treasurer; and the Executive Committee can only vote to approve or amend any other policy for SA clubs, if first recommended by 2 SA Officers.
- 4) The Executive Committee cannot:
 - a) Initiate or approve an amendment to the Certificate of Incorporation or the By-Laws of the Student Association; or
 - b) Suspend or remove any elected SA Official, including Officers; or
 - c) Fill any vacancy or approve appointment to fill any vacancy on the Senate, in any Committee or in any Officer position, either to fill a term or to serve in an acting capacity; or
 - d) Fix compensation of the Senators for serving on the Senate or any Committee; or
 - e) Decide club appeals concerning recognition or derecognition; or
 - f) Amend or repeal any resolution of the Senate which by its terms is not amendable or appealable in such manner; or
 - g) Amend or repeal any election rules, conflict of interest policy or whistleblower policy.
- (ii) As provided in ARTICLE VII, in the event that the Senate has not finalized the annual budget of the Student Association for the following fiscal year by the last day of classes of the spring semester, the Executive Committee shall have the power to pass a budget for the following fiscal year. Under such circumstances, such budget shall be final and non-reviewable.

Article V. Executive Branch

Section 5.01. Authority

The executive authority of the Student Association shall be vested in the Officers.

Section 5.02. Officers

(a) The President

The President:

- (i) Shall be the chief executive officer of the Student Association.
- (ii) Shall have the ultimate responsibility for the enforcement of the By-Laws of the Student Association.
- (iii) Shall be the official representative of the Student Association both inside and outside the University Community.
- (iv) Shall be ultimately responsible for coordinating the activities of the Executive Branch.
- (v) Shall be a voting member of the Senate.
- (vi) The President shall preside over all meetings of the Executive Committee.
- (vii) Shall have the power to call a meeting of the Senate whenever the President deems necessary.
- (viii) Shall have the power to lawfully direct the SA staff, except that the President cannot overrule the SA Administrative Director on any safety matter.
- (ix) Shall have the power to create ad hoc positions, agencies, and task forces to take action on issues of importance to the Student Association.
- (x) Shall have the power to place items on the agenda of the Senate.

(b) The Vice President

The Vice President:

- (i) Shall be a voting member of the Senate and Executive Committee.
- (ii) Shall discharge the duties of the President as Acting President upon written authorization from the President; the President may revoke such authorization at any time upon notice to the Vice President.
- (iii) Shall assist the President in coordinating the operations of the Executive Branch.
- (iv) Shall represent the President on occasions designated by the President.
- (v) Shall act as director of clubs, by overseeing the needs of clubs recognized by SA and endeavoring to assist them.
- (vi) Shall assist Student Association recognized clubs in the performance of their operations whenever such assistance is requested.
- (vii) Shall assist and advise any students desiring to establish a new SA club.
- (viii) Shall make known to all recognized SA clubs the resources and services offered to them by the Student Association.
- (ix) May sanction clubs which violate any applicable law or policy to the extent provided for in any duly adopted SA policy.
- (x) Shall assist the president in the coordination and administration of the office and staff.

- (xi) Shall have the power to grant recognition to new clubs, and to derecognize clubs, with the approval of a second SA Officer, to the extent provided for in any duly adopted SA policy.

(c) Treasurer

The Treasurer:

- (i) Shall be a voting member of the Senate and Executive Committee.
- (ii) Shall be responsible for the disbursement of the Student Association budget, except where otherwise stated in the By-Laws of the Student Association.
- (iii) Shall take all reasonable steps to ensure that the Student Association monies are not mishandled and that all SA assets are safeguarded and accounted for according to the Internal Revenue Code, SUNY policies and all applicable laws and regulations, and shall review any Student Association operation wherever the Treasurer determines that such a review is necessary.
- (iv) May sanction clubs which violate any applicable law or policy to the extent provided for in any duly adopted SA policy.
- (v) Shall have the power to withhold disbursements of Student Association funds.
- (vi) Shall make certain that a strict inventory is kept on all furniture, equipment, etc.
- (vii) To communicate with Treasurers of all Student Association clubs to inform them of any significant changes to Student Association fiscal, accounting and/or disbursing policies and procedures.
- (viii) Shall be Chairperson of the Senate Finance Committee.
- (ix) Shall oversee all financial transactions and monitor the budget.
- (x) Shall ensure SA's internal controls and financial policies are followed.

(d) Officers - Terms, Vacancies and Elections

- (i) The term of Officers shall run from the first day after the spring semester final examination period until the last day of the following spring semester final examination period.
- (ii) Officers shall be elected annually by the membership of the Student Association. Officers must be fulltime students. Annual officer elections for the following term shall take place in the spring semester upon date(s) determined by the SA President and publicly announced (which may be on SA's website) at least 30 days in advance of the election. If the SA President does not set the annual spring election date(s) by February 1, the Senate

may set the election date(s). Each Officer position shall be voted on separately in the election.

- (iii) Following a vacancy in any officer position on or after the start of a term and prior to or on October 31, SA shall conduct an election among its members to fill the position for the remainder of that term within twenty-eight (28) days; provided, however, that only days during periods in which classes are in session during the University at Buffalo's fall semester shall be counted.
- (iv) If there is a vacancy in the Presidency created prior to or on October 31, the Vice President shall serve as Acting President until a new President is elected.
- (v) If a vacancy in the Presidency is created after October 31 and before the end of the term, the Vice President shall assume the Presidency and serve until the end of the term. If a vacancy in the Presidency is created after October 31 and before the end of the term, and there is no Vice President, then an election shall be held among the members of SA within twenty-eight (28) days of the date on which the Presidency became vacant to fill the Presidency for the remainder of the term; provided, however, that only days during periods in which classes are in session during the University at Buffalo's fall or spring semester shall be counted.
- (vi) If the positions of President and Vice President are both vacant at the same time, the Senate may elect an Acting President to serve until a new President is elected.
- (vii) If there is a vacancy in the position of Treasurer created prior to or on October 31, the President may appoint an Acting Treasurer to serve until a new Treasurer is elected, subject to approval by the Senate.
- (viii) If there is a vacancy in the Vice President position created after October 31 and before end of the term, the President may appoint a Vice President to serve until the end of the term, subject to approval by the Senate. If there is a vacancy in the Treasurer position created after October 31 and before the end of the term, the President may appoint a Treasurer to serve until the end of the term, subject to approval by the Senate.
- (ix) A person serving as an acting officer shall have all of the full rights and responsibilities of that officer position. A Vice President's service as Acting President shall not be deemed to create a vacancy in the position of Vice President. A Vice President serving as Acting President shall count only once in calculating quorum and attendance for any body of which both the President and Vice President are members, and shall only have the voting rights of the President at any meeting of any such body.

- (x) The date(s) for any election to fill a mid-term vacancy in any officer position for the remainder of the term shall be determined by the Elections and Credentials Chairperson, or if there is no Elections and Credentials Chairperson, then by the Executive Committee.
- (xi) If the President's authority to act is suspended by the Senate, the Vice President shall serve as Acting President during such suspension. If the President's authority to act is suspended by the Senate and there is no Vice President (or if the Vice President's authority is also suspended), then the Senate may elect an Acting President to serve during such suspension. If the Vice President's authority to act is suspended by the Senate, the President may nominate an Acting Vice President to serve during such suspension, subject to approval by the Senate. If the Treasurer's authority to act is suspended by the Senate, the President may nominate an Acting Treasurer to serve during such suspension, subject to approval by the Senate.

(e) Officers - Authorities Concerning Contracts and Student Activity Fees

- (i) A contract may be executed on behalf of the Student Association only if such contract is executed by the Student Association Treasurer (or designee appointed by the Treasurer in writing) and either the Student Association President or Vice President.
- (ii) In the event that a contract which has been executed and entered into by the Student Association contains a provision which allows the Student Association to terminate, opt out, or otherwise exercise any option under such contract, any decision to terminate, opt out, or otherwise exercise any option under such contract may be exercised only if approved by the Student Association Treasurer and either the Student Association President or Vice President.
- (iii) Except where otherwise stated herein, all Student Association appointments shall be made in writing or electronically by 2 out of the 3 Student Association Officers (one of whom must be the President). All appointments to student positions shall expire at 11:59 p.m. on the last day of the spring semester final examination period, unless a different term is stated in the SA By-Laws or if the appointee ceases to be eligible to hold such position. During the spring semester, the Officers may re-appoint SA student staff members to their positions or other SA staff positions for the following term, except that the Coordinator positions may not be filled for the following term in this manner. Appointees may be removed by 2 out of 3 SA Officers (one of whom must be the President) with or without cause. The preceding sentence shall not extend to removal of Officers appointed to fill a vacancy or Coordinators.

Section 5.03. Student Affairs Director, Elections and Credentials Chairperson, and Assistant Treasurer

(a) Student Affairs Director

The Student Affairs Director:

- (i) Shall be appointed by 2 out of the 3 Student Association Officers (one of whom must be the President).
- (ii) Shall create and/or maintain a mechanism by which the Student Association may effectively respond to the problems of individual students. The Student Affairs Director shall be responsible for ensuring that this function of the Student Affairs Director's office is publicized.
- (iii) Shall initiate and execute programs, and act as the student's advocate in the response to all relevant issues, in the areas of student rights and student welfare.
- (iv) Shall serve as a channel of communication in non-academic matters, between SA and the University administration.
- (v) Shall do everything within the Student Affairs Director's power to achieve and ensure the optimum amount of student representation and input on all University non-academic policy making.
- (vi) Shall promote increase in student involvement in the operations of the Student Association.
- (vii) Shall be an Ex-officio voting member of the Senate.

(b) Elections and Credentials Chairperson

The Elections and Credentials Chairperson:

- (i) Shall be appointed by 2 out of the 3 Student Association Officers (one of whom must be the President).
- (ii) Shall govern all Student Association elections proceedings and processes.
- (iii) Shall report to the President of the Student Association, except during times of election, which shall be designated as the time when petitions for candidacy are available until the results of the election are known.
- (iv) Shall be the chairperson of the Elections and Credentials Committee.
- (v) Shall make appointments to the Elections and Credentials Committee, which shall be composed of an odd number of undergraduate University at Buffalo students.

- (vi) Shall be, with the assistance of the Committee, the primary executor and implementer of SA's elections rules. The Elections and Credentials Committee shall have jurisdiction at any time when an election is in process, which includes any time when petitions for office are available. The Elections and Credentials Chairperson and any Elections and Credentials Committee Member may attend any occasion(s) or process(es) related to any SA or club election as such Elections and Credentials Chairperson/Committee Member deems appropriate. The Chairperson and Committee shall only be required to be personally present on any occasion if and to the extent stated in SA's election rules.

(c) Assistant Treasurer

The Assistant Treasurer:

- (i) Shall be an undergraduate UB student appointed by 2 out of 3 SA Officers (one of whom must be the President);
- (ii) Shall assist the Treasurer in the performance of the Treasurer's duties upon request by the Treasurer;
- (iii) May serve as Treasurer's designee for purposes of making decisions of the Treasurer, upon written authorization from the Treasurer and subject to any limitations set forth in such written authorization; the Treasurer may revoke such authorization at any time upon notice to the Assistant Treasurer and a member of the SA professional staff;
- (iv) In the event of a vacancy in the office of Treasurer, the Assistant Treasurer shall serve as SA designee and may make decisions in place of the Treasurer with respect to expenditures, budgetary matters, contracts, and sanctions for club violations, until such time as a new Treasurer is elected or an Acting Treasurer is appointed and approved in accordance with Section 5.02(d) of these By-Laws. In the event that the Treasurer is suspended, the Assistant Treasurer shall serve as SA designee and may make decisions in place of the Treasurer with respect to expenditures, budgetary matters, contracts, and sanctions for club violations, until such time as the suspension ends or an Acting Treasurer is nominated and approved in accordance with Section 5.02(d) of these By-Laws.

Section 5.04. Coordinators

(a) Clubs Council Coordinators

There shall be seven (7) Clubs Council Coordinators (the "Coordinators"):

- (i) The Academic Council Coordinator
- (ii) The Engineering Council Coordinator

- (iii) The Hobby Council Coordinator
- (iv) The International Council Coordinator
- (v) The People of Color Council Coordinator
- (vi) The Special Interest Council Coordinator
- (vii) The Sports Council Coordinator

(b) Coordinator Functions and Elections

- (i) Each Coordinator shall be appointed by 2 out of the 3 Student Association Officers (one of whom must be the President). Each Coordinator must be a member of a club in the respective Council.
- (ii) A Coordinator may be removed by 2/3 majority vote of the Senate with or without cause, subject to the same notice requirements that apply for the Senate to remove a Senator (except that no cause for removal shall be required to be stated).
- (iii) In the alternative, a Coordinator may be removed with or without cause by a written petition signed by a majority of the club presidents in that council and delivered to the SA President; without limitation, electronic signatures are acceptable for this purpose.
- (iv) Each Coordinator shall represent the clubs of the Coordinator's council.
- (v) Each Coordinator shall coordinate all activities of the Coordinator's council.
- (vi) Each Coordinator shall convene meetings of the Coordinator's council, except that other SA official(s) may convene council meetings if allowed under the council's constitution or an applicable SA policy.
- (vii) Each Coordinator shall serve as a member of the SA Senate.

Article VI. Student-Wide Judiciary

UB's Student-Wide Judiciary is a legally separate and unrelated student group, which shall have jurisdiction/authority to hear non-financial disputes between SA and its Members, subject to any limitations contained in SA's By-Laws or policies. Only Student-Wide Judiciary justices who are Members of SA may participate in the adjudication of any dispute concerning SA. The Student Wide-Judiciary may not compel SA to violate any University at Buffalo rule or policy or any binding law or regulation. Any determination by the Student-Wide Judiciary that contradicts a University at Buffalo rule or policy or any binding law or regulation shall be considered void ab initio. SA Officers, Senators, and employees may rely in good faith on the written advice of a University at Buffalo official as to whether a particular Student-Wide Judiciary ruling contradicts any University at Buffalo rule or policy or any binding law or regulation.

Article VII. Budgetary Process

Section 7.01. Budgetary Timeline

- (a) All Student Association clubs recognized with funding must submit a written line item budget request for the following fiscal year to the Treasurer of the Student Association. The Treasurer shall establish a date by which such budget requests must be submitted to the SA.
- (b) The SA Treasurer will prepare a preliminary recommended budget for SA, including each club and present that to the SA Senate Finance Committee. The SA Senate Finance Committee will then determine a recommended budget for each club. Club officers may obtain a copy of their club's recommended budget in the SA Office. Any club that desires to dispute the recommended budget may set up a Budgetary Review Meeting with the SA Senate Finance Committee, which shall be conducted according to any rules and/or timelines established by the SA Senate Finance Committee.
- (c) Budgetary Review Meetings will be scheduled by the Treasurer, according to any timeline (if any) for such Budgetary Review Meetings established by the Senate Finance Committee.
- (d) Upon completion of the Budgetary Review Meetings, the Finance Committee will prepare a final budget proposal, which will be recommended to the Senate of the Student Association. The Senate may establish a date by which this recommendation must be formally submitted.
- (e) The Senate shall have until the last day of classes of the spring semester to pass a budget for the following fiscal year.
- (f) If the Senate does not pass a budget for the following fiscal year by the last day of classes of the spring semester, the Executive Committee shall have the power to pass a budget for the following fiscal year.
- (g) The Senate shall have the power to grant an extension of time for any budgetary deadline. If any of the steps outlined under Section 7.01(a)-Section 7.01(d) shall fail to occur, such failure shall not affect or abridge the rights of the Senate or Executive Committee to pass a budget.

Section 7.02. Staff Stipends and Wages

- (a) The Corporation may pay compensation in a reasonable amount to members, Senators, or officers, for services rendered. No person who may benefit from such compensation may be present at or otherwise participate in any Senate or Committee deliberation or vote concerning such person's compensation; provided that nothing in this section shall prohibit the Senate or authorized Committee from requesting that a person who may benefit from such compensation present information as background or answer questions at a Committee or Senate meeting prior to the commencement of deliberations or voting related thereto.
- (b) Compensation rates for SA Officers and student staff positions must be approved by the Senate and may be changed by the Senate. Compensation rates shall not require re-approval if they remain unchanged. The Senate's approval of a wage rate shall not be deemed to mean that the SA Officers must appoint someone to any position.

Section 7.03. Budgetary Changes

- (a) Clubs may submit written requests for budgetary change(s) and/or line transfer(s) to the SA Treasurer.
- (b) The SA Treasurer may make/submit requests for line transfer(s) and/or budgetary change(s) to the SA Senate.
- (c) Following request by the SA Treasurer, the Senate may approve or disapprove proposed budgetary change(s) and/or line transfer(s).
- (d) Budgetary change(s) and/or line transfer(s) for any of the following purposes may be approved by the SA Treasurer without need for approval of the Senate or Executive Committee: (i) to add money fundraised by a club into that club's budget line, (ii) to add money fundraised for or from a specific program into that program's budget line, or (iii) to move money from any supplemental funding budget line to the budget line of a club or program that has been granted such funds.

Section 7.04. Criteria for Determining Club Funding

- (a) In determining the funding for a recognized student club, the following criteria may be considered:
 - (i) the financial needs of that club and how such club proposes to use any allocated funding;
 - (ii) length of existence of the club;

- (iii) levels of attendance by Members of the Student Association at meetings and events of the club;
 - (iv) whether the club can demonstrate that it has undertaken successful events or activities in the past and the level of student participation and attendance at such past event(s) or activity(ies);
 - (v) the extent to which any such club has submitted a feasible plan for any activities it proposes to conduct, whether such activities comply with all applicable laws and regulations, and whether there are any concerns regarding insurability of or liability due to the activities which the club proposes to conduct;
 - (vi) the efforts such club has made to fundraise additional funds from other sources and the results of such efforts;
 - (vii) the efforts made by such club to minimize unnecessary costs;
 - (viii) the participation by such club in community service and/or community outreach activities;
 - (ix) the participation by such club in events and activities conducted by the Student Association;
 - (x) the record of attendance by such club at meetings of its governing clubs council;
 - (xi) whether such club participates in inter-collegiate competitions with and/or against other clubs from other colleges or universities, and the costs of participating in such competitions competitively;
 - (xii) record of the club complying with all applicable laws, regulations, rules and policies;
 - (xiii) the financial requests of other clubs and the financial requests of the Student Association executive branch for programming conducted by the Student Association executive branch itself, due to the limited and finite nature of funds available.
- (b) The weight given to any of the above factors in reaching a funding decision in relation to clubs shall be determined by the body making such allocation, which may also choose not to consider any particular factor(s).
- (c) All decisions regarding funding for clubs must be consistent with applicable law. Funding decisions may not take into account the political viewpoints of clubs or their members.
- (d) As used in these By-Laws, the terms “club” and “student organization” shall be interchangeable. A club is a group of Members of SA acting as a group of Members; each club is part of SA. No club shall be a separate legal entity from SA. Recognized clubs may not have any accounts or financial activities outside of SA. Recognized clubs may not enter into contracts, take legal actions, commence litigation or undertake legal obligations; only SA

itself may enter into contracts, take legal actions, commence litigation and/or undertake legal obligations.

- (e) All clubs and student organizations that are recognized by the Student Association (regardless of whether they receive funding) must follow all Student Association and University at Buffalo rules and policies, and all local, state and federal laws and regulations.
- (f) No recognized club (regardless of whether it receives funding) may engage in any activity that is not permitted for organizations which qualify as exempt from federal income tax under 501(c)(3) of the Internal Revenue Code.
- (g) Recognized clubs must allow all Members of SA the opportunity to participate as members of the club with full rights (including but not limited to the right to participate in all club activities, the right to vote at club meetings, and the right to run for and hold club officer positions), subject to any University eligibility requirements. Notwithstanding the foregoing, clubs may set a minimum period of participation and/or other quantifiable non-subjective activity participation requirements for a club member before such person has the right to vote at club meetings or hold office; however, such minimum period and/or other requirements must be consistent for all members of the club.

Article VIII. Removal/Suspension

Section 8.01. Removal/Suspension of Officers.

- (a) An Officer may be removed, with or without cause, only by a majority vote at a meeting of the Members; however, the Officer's authority to act as an Officer may be suspended by the Senate for cause.
- (b) Suspension of an Officer by the Senate requires a 2/3 majority vote; an Officer shall only be suspended if there is clear and convincing proof of the alleged offense. Except in an emergency, the Officer and the Chairperson of the Senate (if any) must be provided with at least 72 hours notice that such officer's suspension will be considered at a specific Senate meeting(s), a copy of any resolution to be considered relating to the Officer's suspension and stating specifically the alleged cause(s) for such suspension, and the date, time and place of such meeting(s); any Senator may provide such notice.
- (c) If an Officer is suspended by the Senate, the Members may reverse the suspension by a majority vote at a meeting of the Members. If an Officer is suspended by the Senate, the Senate may end that suspension by 2/3 majority vote.

Section 8.02. Causes for Suspension

An Officer may be suspended by the Senate for Cause if it is proven by clear and convincing proof that during the Officer's term:

- (a) The Officer has intentionally materially violated the provisions of SA's Certificate of Incorporation, these By-Laws, SA's Election Rules or Internal Controls, or any applicable law, regulation, SUNY policy, UB policy or SA policy, or
- (b) The Officer has intentionally committed any illegal act while acting or claiming to act or reasonably appearing to act pursuant to the Officer's position in SA, or
- (c) The Officer has committed any felony, or
- (d) The Officer has committed physical violence against any other person, or
- (e) The Officer has committed any act which reflects intentional disregard of or reckless indifference to any person's safety in a situation which could reasonably result in serious injury, if such act takes place on any SUNY campus or at any SUNY, UB or SA event or is in any way related to SA, or
- (f) The Officer steals, attempts to steal, defrauds, or attempts to defraud SA, SUNY, UB or any other person, group or entity, or
- (g) The Officer shall fail to meet any of the Officer's obligations in such position under any applicable law, regulation, SUNY policy, UB policy or SA policy, or
- (h) The Officer has committed any other action or omission constituting cause for removal under applicable law.

Article IX. Amendments to SA's By-Laws

Section 9.01. Member Action

SA's By-Laws may be amended by 2/3 majority vote at a meeting of the Members.

Section 9.02. Senate Action

In the alternative, SA's By-Laws may be amended by a 2/3 majority vote of the Senate. The President must receive written notice of the exact text of any amendment that will be voted on at least 5 business days before the Senate may vote on that amendment.

Article X. Meetings of the Members

- (a) Meetings of Members may be held at any location at the University at Buffalo designated by the person(s) calling such meeting.

- (b) Meetings of the Members may be called by the Senate, the Executive Committee, the President, or the Elections and Credentials Chairperson.
- (c) Members entitled to cast, in person or by proxy, ten percent (10%) of the votes entitled to be cast at any meeting of the Members shall constitute a quorum at such meeting.
- (d) In addition to any other requirements, any action by the Members at a meeting (except elections) shall require that the affirmative votes cast in favor of any such action shall be at least equal to the quorum, and that such action shall be approved by majority vote of the Members present at a duly held meeting of the Members.
- (e) Without limitation to any other acceptable means of notice allowed under applicable law, the notice of a meeting of the Members may be (i) given to Members via electronic mail, or (ii) served by publication in a newspaper published in Erie County, New York, once a week for three successive weeks next preceding the date of the meeting, provided that SA shall also prominently post notice of such meeting on the homepage of any website maintained by SA continuously from the date of publication through the date of the meeting. SA shall send notice of meetings by first class mail to any Member who requests in writing that such notices be delivered by such method. Notice shall be given not less than ten nor more than fifty days before the date of the meeting.
- (f) The SA Senate, by 2/3 majority vote, may set and amend Rules of Procedure for meetings of the Members, so long as such rules do not contradict SA's Certificate of Incorporation or By-Laws, or any applicable law, regulation or SUNY/UB policy.
- (g) The Members of the Corporation may take action without a meeting on written consent signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting. The Rules of Procedure for Meetings of the Members may contain procedures for the Elections and Credentials Committee to validate the signatures of Members for any written consent.
- (h) Meetings of the Members shall be presided over by the President or another Member of SA designated by the President in writing, or if there is no President, then by the Elections and Credentials Chairperson.
- (i) Proxies at Meetings of the Members:
 - (i) A Member may vote at a meeting of Members by authorizing a Vote Recorder appointed according to Section 5.02(e)(iii) of the By-Laws, or any other person designated by the Senate, to act for the Member by proxy as hereinafter provided. Such proxy shall be in writing in a form approved by the Elections and Credentials Committee. The Elections and Credentials Chair must ensure that the proxy votes of Members that are properly

submitted before the meeting are cast and counted accordingly. Any such proxy shall only relate to a single meeting and shall terminate at the conclusion of such meeting.

- (ii) SA's Rules of Procedure for Meetings of the Members may, but are not required to: (1) allow for proxies to be submitted by electronic means, and/or (2) require that the proxies be personally turned in by the Member at certain location(s) and/or time(s), so that the Member's identity can be verified by the Elections and Credentials Committee, even if electronic means of submission are used.
- (iii) Proper submission of a proxy ballot before the meeting shall be considered attendance by the voting Member at the meeting.

Article XI. Miscellaneous

- (a) **Non-Discrimination.** All SA officials, bodies and clubs shall make determinations regarding employment and provide access to services, programs, and activities without regard to an individual's race, color, national origin, sex, religion, age, disability, gender, pregnancy, gender identity, sexual orientation, predisposing genetic characteristics, marital status, veteran status, military status, domestic violence victim status, ex-offender status or political viewpoints.
- (b) **Eligibility.** In addition to any other requirements stated in the SA By-Laws, a student must a be member of the Student Association and in academic good standing (as determined by the University at Buffalo) in order to serve in any SA appointed office, to be a candidate for any SA elected office, or to serve throughout one's elected or appointed term. This provision does not apply to SA's professional staff. Notwithstanding the foregoing, the Senate or Executive Committee may designate specific student staff positions that may be occupied by non-undergraduate UB students, except for the Elections and Credentials Chair, Assistant Treasurer and anyone who is an ex-officio member of the Senate. Senators and Officers must be at least 18 years old.
- (c) **Severability.** No Student Association official shall be required to take any action in violation of any applicable federal, state or local law, or any University at Buffalo or State University of New York policy or rule. The invalidity or unenforceability of any provision of the SA By-Laws or any SA policy shall not affect the validity or enforceability of any other provision. Any invalid or unenforceable provision shall be deemed severed from the SA By-Laws or relevant policy to the extent of its invalidity or unenforceability only, and the SA By-Laws or relevant

policy shall be construed and enforced as if the SA By-Laws or policy did not contain that particular provision to the extent of its invalidity or unenforceability.

- (d) **Waiver of Notice.** Any person may waive any notice required to be given to such person in writing, including by electronic mail to the chair of the body required to provide such notice. Any person in attendance at any meeting shall by that person's attendance waive any objection concerning notice with respect to such meeting.
- (e) **Notice by Electronic Mail.** Except where another means of notice is specified in these By-Laws, any notice (including written notice) required by these By-Laws or any SA policy may be provided by electronic mail. Whenever notice may provided via electronic mail, the recipient's electronic mail address shall be the recipient's official University at Buffalo email address ending in buffalo.edu. Without limitation, a person who sends any notice shall be deemed in receipt of that notice.
- (f) **Action (Excluding Elections) by the Members, Senate, any Committee.** Any action that may be taken by a body (excluding elections) may be taken by majority vote of the members present at a duly held meeting of such body, except where otherwise stated in these By-Laws. Where in the SA By-Laws there shall be reference to a vote by a larger majority (such as, for example and without limitation, 2/3 majority) that shall refer to that fraction of members present at a duly held meeting of such body.
- (g) **Elections.** Elections of Officers and elections of Senators may take place by polling at polling station(s) on the UB campus(es) (utilizing mechanical voting machines, written and/or electronic ballot, and/or any other method as may be provided for under SA's election rules) and/or by online voting. SA's election rules may determine which of those methods shall be used and provide further details regarding the manner of casting and counting votes. Neither the election of Officers nor the election of Senators shall require a meeting of the Members.
- (h) **Election Voting.** The candidate with the most votes shall be the winner of any SA election, without regard to whether such votes constitute a majority, except where otherwise stated in these By-Laws. If a winner cannot be determined due to a tie, the tying candidates shall participate in a run-off election according to such procedures as may be included in the election rules, or if there are no such provisions included in the election rules, according to procedures established by 2/3 majority vote of the Elections and Credentials Committee.
- (i) **Student Activity Fee Referenda.** SA shall conduct referenda concerning student activity fees in accordance with SUNY Policy. Referenda concerning student activity fees shall not require a meeting of the Members.

(j) **Construction.** In the SA By-Laws, whenever the context requires, the singular number shall include the plural, and vice versa. The words “include” and “including”, and variations thereof, shall not be deemed to be terms of limitation, but rather shall be deemed to be followed by the words “without limitation”. Any reference in these SA By-Laws to “the University,” “the University at Buffalo” or “UB” shall be deemed to refer to the State University of New York at Buffalo. Any reference in these SA By-Laws to dates on the academic calendar shall be deemed to refer to the academic calendar of the University. As used herein, the “SA Office” shall refer to SA’s main office located at 350 Student Union, UB North Campus, Buffalo, NY 14260. The captions used in this document are for convenience of reference only and will not be interpreted to enlarge, contract or alter the terms and/or provisions of this document.