

**BYLAWS OF THE  
BRONX COMMUNITY COLLEGE ASSOCIATION, INC.**

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# BYLAWS OF THE BRONX COMMUNITY COLLEGE ASSOCIATION, INC.

## ARTICLE I – Names and Objectives

- Section 1. *NAME:* This Corporation will be known as THE BRONX COMMUNITY COLLEGE ASSOCIATION, INC., and, hereinafter, will be referred to as “the Association.”
- Section 2. *CERTIFICATION OF INCORPORATION:* The Association, organized originally on February 16, 1959, has been incorporated under the Not-for-Profit Corporation Law of the State of New York, and said certificate was revised on November 30, 1976. This certificate is filed with the NYS Department of State and a copy is held in the office of the College President.
- Section 3. *GENERAL PURPOSE:* The principal purpose for which this Association has been created is to concern itself with the welfare of students of the Bronx Community College (the “College”) and with the funding of student activities which are dependent upon funds derived from fees other than tuition, generally referred to as Student Activities Fees and other authorized sources of income. The Association is subject to such limitations and guidelines as may be provided by law and must be in accord with the bylaws, policies and regulations of the Board of Trustees of The City University of New York (the “University”) and the Policies and Regulations and Orders of the College.
- Section 4. *SPECIFIC STUDENT ACTIVITY FEE USE – EXPENDITURE CATEGORIES:* Student activity fee funds shall be allocated and expended only for the following purposes:
1. extracurricular educational programs;
  2. cultural and social activities;
  3. recreational and athletic programs;
  4. student government;
  5. publications and other media;
  6. assistance to registered student organizations
  7. community service programs;
  8. enhancement of the College and University environment;

9. student services to supplement or add to those provided by the University;
10. transportation, administration and insurance related to the implementation of these activities; and
11. stipends to student leaders.

Section 5. **NON-PROFIT ORGANIZATION:** The Association will not operate for profit and no revenues of the corporation will inure to the benefit of any officer or director of the Association, but will be used solely to support and promote the purposes stated above.

Section 6. **LIABILITY:** The Board of Directors will provide liability insurance for its members.

## **ARTICLE II – Board of Directors**

Section 1. **MANAGEMENT:** The Association will be administered and managed by a Board of Directors who will represent the various major constituencies of the College described and prescribed in this article. The general management and administration of the affairs of the Association will be vested in the Board of Directors who will be elected or designated as provided by these Bylaws.

Section 2. **FUNCTIONS:** The Board of Directors will (a) meet regularly throughout the academic year in order to conduct all necessary business for the Association; and (b) be responsible for adherence to the purposes of the Association as described in Article I, and (c) be responsible for the implementation and enforcement of the rules and regulations, fiscal or otherwise, established and adopted by the Association.

Section 3. **MEMBERSHIP:** The Board of Directors of the Association shall have 13 regular, voting members, and up to 6 alternates, as follows:

- \* The College President or his/her designee;
- \* Two College administrators and one administrator alternate;
- \* Two members of the College faculty and up to two faculty alternates;
- \* Six students and up to three student alternates, consisting of the Student Government president and treasurer, and other Student Government members selected by the Student Government from among the members elected by the student body; and
- \* Two Independent Directors<sup>1</sup> appointed by the College President.

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<sup>1</sup> An independent director is defined as a former employee of the College or the Association, a College alum, a community member, or any individual, who, pursuant to Section 102 of the Not-for-Profit Corporations Law: (A) has not been within three years of his or her appointment to the governing body of the Association, an employee of

Section 4.

**BUDGET REVIEW:** The Association's Board of Directors shall have the responsibility for the supervision and review over College student activity fee-supported budgets. All budgets of College student activity fees, except where earmarked by the Board to be allocated by another body, shall be developed and allocated by the Board of Director's Budget Committee and recommended to the Board of Directors for review prior to expenditure. The Board of Directors shall review all College student activity fees, including student government fee allocations and expenditures for conformance with expenditure categories defined in Article I, Section 4 and the Board of Directors shall disapprove any allocation or expenditure if finds does not so conform or is inappropriate, improper, or inequitable.

If the Board of Directors does not approve the budget or portions of the budget, the whole budget shall be returned to the Budget Committee with the specific concerns of the Board of Directors noted for further deliberation by the Budget Committee and subsequent resubmittal to the Board of Directors. If the budget is not approved within 30 days, those portions of the budget voted upon and approved by the Board of Directors shall be allocated. The unapproved portions of the budget remain unallocated until the Board of Directors and the Budget Committee agree upon and approve allocations.

Section 5.

**SELECTION OF DIRECTORS:** The Board of Directors will be selected in the following manner:

- 5.1 The College President will appoint the two (2) College Administrators and the administrative alternate.
- 5.2 The two (2) faculty members and the faculty alternates will be appointed by the College President from a panel whose size is twice the number seats (including the alternates) to be filled. The panel will be selected by the College Senate Executive Committee.
- 5.3 The six (6) students and the student alternates will be duly elected members of the student government as determined by the College Governance Plan.

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the Association, CUNY or the Research Foundation of CUNY and (B) does not have a relative who is, or has been within three years of the individual's appointment to the governing board, a key employee of the Association, CUNY or the Research Foundation of CUNY; and (C) has not received, and does not have a relative who has received, in any of the three fiscal years prior to the individual's appointment to the governing board, more than \$10,000 in direct compensation from the Association, CUNY, or the Research Foundation of CUNY (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted by the Not-for-Profit Corporations Law); and (D) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, an entity that has made payments to, or received payments from the Association, CUNY, or the Research Foundation of CUNY for property or services in an amount which, in any of the three fiscal years prior to the individual's appointment to the governing board, exceeds the lesser of \$25,000 or 2% of such entity's consolidated gross revenues. For purpose of this definition, "payment" does not include charitable contributions.

5.4 The College President will appoint the two (2) Independent Directors.

5.4 Date of Elections and Terms of office: Elections of new members of the Board of Directors will be held during the first week of June. The term of office for all directors will be for one year, July 1, through June 30.

Section 6.

*VACANCIES:* A vacancy will be declared by the Chairperson of the Board of Directors when a Board Member has three consecutive unexcused absences from regular meetings of the Board. Vacancies will be filled according to the following procedures:

6.1 Vacancies on the Board of Directors from among the student governing board members will be filled by other members on the student governing board.

6.2 The President of the College will fill College faculty vacancies by selecting another faculty member from the list described in Section 5.2 to fill the vacancy.

Section 7.

*QUALIFICATION:* Each Director shall be eighteen years of age or older. Each administration and faculty Director shall be a full-time employee of the College.

Section 8.

*TERM OF OFFICE:* Each administrator, faculty and Independent Director shall be elected or appointed for a three-year term to serve until his or her successor is elected or appointed and qualified. Each Student director shall serve for a one-year term and until his or her successor is elected or appointed or qualified. The Term of Office for Directors will be from the date of designation (first week of July) through June 30th of the following year.

Section 9.

*REMOVAL:* Any Director who ceases to occupy the position that qualified him or her to be elected or appointed as a Director will cease to be a Director. The College President may at any time remove a Director whom he or she has appointed.

### **ARTICLE III – Officers of the Board of Directors**

Section 1.

*OFFICERS:* The officers of the Board of Directors of the Association (hereafter referred to as the Board) will be the following: Chairperson, Vice Chairperson, Secretary and Treasurer.

1.1 *Chairperson of the Board:* The Chairperson of the Board of the Association will be the College President or his/her designee on the Board.

1.2 *Vice Chairperson:* The Vice Chairperson of the Board of the Association will be elected by the Board.

1.3 Secretary: The Secretary must be a person possessing the necessary skills for secretarial matters. He/she will be designated by the College President from among the members of the Board.

1.4 Treasurer: The Treasurer must be a person possessing the necessary skills for fiscal matters. He/she will be designated by the College President from among the members of the Board.

Section 2. *QUALIFICATIONS:* The Officers of the Board shall be designated for their special abilities and skills enabling them to serve in their particular positions.

Section 3. *TERM OF OFFICE:* The Term of Office for Officers will be from the date of designation (first week of July) through June 30th of the following year.

Section 4. *DUTIES AND RESPONSIBILITIES OF OFFICERS:* Officers of the Board will be expected to fulfill their duties responsibly in accordance with the guidelines provided in these bylaws.

4.1 *Chairperson of the Board:* The Chairperson shall preside at all meetings of the Board of Directors, and of the Executive Committee; and shall appoint such committees as are required for the execution of Association business; and he/she shall be an ex-officio member of all committees except the Audit Committee. The Chairperson shall be the chief executive officer of the Association. The Chairperson shall be responsible for the smooth operation of the corporation; and shall report regularly to the Board of Directors any information that may be needed for the efficient and effective operation of the Board's business; and shall communicate to the Board of Directors such matters and suggestions as may in his/her opinion tend to promote the prosperity and welfare of the Association, and increase its usefulness to the College. The Chairperson of the Board shall perform all duties that are necessarily incident to this office.

4.2 *Vice Chairperson:* In case of the absence, retirement, resignation, or death of the Chairperson of the Board, or any other cause which renders the Chairperson unable to perform his/her duties, the Vice Chairperson will undertake the duties of the Chairperson.

4.3 *Secretary:* The Secretary will keep a complete and accurate record of all proceedings and attendance at Board meetings. Minutes of each meeting will be prepared, duplicated, and sent to all Board members no later than ten (10) business days after each meeting. The Secretary will give notice of all meetings of the Board, conduct correspondence, and carry into execution all orders, votes, and resolutions not otherwise committed. Further, the Secretary will keep an up-to-date list of names, addresses, and telephone numbers of Board members. The Secretary will

receive all annual reports, in written form, from committees, and he/she will maintain a permanent file thereof. The Secretary will be the keeper of the Seal of the Association. The Secretary will send copies of all minutes to the College Library.

- 4.4 *Treasurer:* The Treasurer will keep a complete and accurate account of all monies received and distributed for the use of the Association. He/she will act as Chairperson of the Budget Committee of the Association. He/she will be responsible for conducting the Association business in accord with the policies and procedures prescribed by the Budget Committee and these bylaws. The Treasurer will report to the Board at each regular meeting. The Treasurer will submit an annual report in writing to each member of Directors no later than May 15 of each year.

## Section 5.

*OTHER DUTIES:* Duties and responsibilities not specifically described these bylaws will be derived from the New York Not-for-Profit Corporations Law and the parliamentary authority used by this Board.

- 5.1 *Management and Disbursement of Funds.* The College and all student activity fee allocating bodies shall employ generally-accepted accounting and investment procedures in the management of all funds. All funds for the support of student activities are to be disbursed only in accordance with approved budgets and be based on written documentation. A requisition for disbursement of funds must contain two signatures; one, the signature of a person with responsibility for the program; the other the signature of an approved representative of the allocating body.
- 5.2 *College Purposes Fund.* A college purposes fund may be established at the college and shall be allocated by the College President. This fund may have up to twenty five (25) percent of the un-earmarked portion of the student activity fee earmarked to it by resolution of the Board of Trustees, up on the presentation to the Board of Trustees of a list of activities that may be properly funded by student activity fees that are deemed essential by the College President.
- 5.3 *The Review Authority of the College President over Student Activity Fee Allocating Bodies.*
- 5.3.1 The President of the College shall have the authority to disapprove any student activity fee, including student government fee allocation or expenditure, which in his/her opinion contravenes the laws of the city, state, or nation or any bylaw or policy of the University or any policy, regulation, or order of the College. If the College President chooses to disapprove an allocation or expenditure, he/she shall consult with the General Counsel and Senior Vice Chancellor for Legal



Affairs and thereafter communicate his/her decision to the allocation body.

- 5.3.2 The President of the College shall have the authority to suspend and send back for further review any student activity fee, including student government fee, allocation or expenditure which in his/her opinion is not within the expenditure categories defined in Article I, Section 4 of these bylaws. The Association shall, within ten (10) days of receiving a proposed allocation or expenditure for further review, study it and make a recommendation to the President with respect to it. The College President shall thereafter consider the recommendation, shall consult with the General Counsel and Senior Vice Chancellor for Legal Affairs, and thereafter communicate his/her final decision to the allocating body as to whether the allocation or expenditure is disapproved.
- 5.3.3 All disapprovals exercised under this section shall be filed with the General Counsel and Senior Vice Chancellor for Legal Affairs.

#### **ARTICLE IV – Meetings of the Board of Directors**

##### **Section 1.**

**REGULAR MEETINGS:** The Board of Directors will meet regularly throughout the academic year in accordance with a schedule which it will establish. Members shall have at least five (5) Business days advance notice of changes in meeting times.

##### **Section 2.**

**SPECIAL MEETINGS:** Special meetings of the Board may be called at any time deemed necessary by the Chairperson of the Board of Directors, or by not less than one-fifth (1/5) of the total membership of the Board who make such a request of the Chairperson in writing.

2.1 **Notification:** Notice of a special meeting will be sent in writing, by email or by telephone by the Secretary of the Board. Such notice must be at least 24 hours in advance of meeting time.

2.2 **Agenda:** Only the business specified in the notification will be considered at such a meeting.

##### **Section 3.**

**ANNUAL MEETING:** The first regular meeting of the College's fall semester each year will be the Annual meeting of the Board of Directors, for the presentation by the Chair and the Treasurer of the annual financial report of the Association for the prior year and of current year financial priorities and objectives, annual reports of committees, and for the transaction of such other business as may properly come before the meeting.

3.1 **Notification:** Notification of the date, time, and place of this meeting will be announced and mailed or emailed to each Board member at least five (5) business days in advance.

Section 4.

*QUORUM AND VOTING:*

- 4.1 A quorum will be constituted when one or more than half the full number of Board members entitled to vote (including vacancies) are present.
- 4.2 **Absence of a Quorum:** No meeting will be conducted without a quorum. If a quorum is not present, the presiding officer will adjourn the meeting to a day and time fixed by him/her.
- 4.3 Each regular Director, including the Chair, shall be entitled to one vote. Each alternate may attend meetings of the Board, and shall be entitled to vote on such matters that come before the Board to the extent that the alternate is substituting for an absent member of the same constituency. Directors shall vote in person and not by proxy. Any one or more Directors may participate in a meeting by means of electronic video screen communication or similar communications equipment allowing all persons participating in the meeting to see and hear each other at the same time. Participation by such means shall constitute presence in person at a meeting as long as each Director can participate in all matter before the Board, including without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

Section 5.

*VISITORS AND GUESTS:* Visitors and guest are welcome to attend meetings of the Board of Directors, as long as the following policies and procedures are observed:

- 5.1 *College Personnel:* Bona fide members of the College (students, faculty and administrators and staff) are welcome to attend meetings of the Association. They may not participate in the deliberations unless they have requested, and have been granted permission to do so by the Board. If granted permission, they may speak to the Board, answer questions that might be asked of them, but they may not participate in the discussions of the Board of Directors. They do not have the right or privilege of voting.
- 5.2 *Outside Visitors:* Persons who are not members of the College may not attend a Board meeting unless they have been specifically invited by a member of the Board to attend and the Board has been duly notified that such a guest (or guests) will be, or is present. A person from outside the College community (not a student, not a faculty member, not a member of the administration or staff) may request an invitation to attend a Board meeting by specifying his/her reason for attendance.
- 5.3 *Seating:* Visitor and guest will be seated separately from the Board of Directors, and they must maintain proper decorum while in attendance.

Section 6. *DECORUM:* It is expected that proper decorum will be maintained throughout the course of a meeting. Board members or visitors and guests who in any way violate courtesy and minimum standards of orderliness will be asked to leave the room. Should the need arise, the Chairperson may appoint a Sergeant-at-arms for the purpose of maintaining order.

Section 7. *PROCEDURE:* Meetings will be conducted with the appropriate and necessary degree of parliamentary procedure as indicated in Article VIII hereto. The parliamentary authority will be indicated in Article VIII of these bylaws.

#### **ARTICLE V- Committees**

Section 1. *COMMITTEES:* Committees will be appointed as prescribed by these bylaws:

- 1.1 If committee membership is not otherwise set forth in these bylaws, the Chairperson will have the authority to appoint committees of the Board and establish and appoint committees of the Association in accordance with these bylaws, the Not-for-Profit Corporations Law and the needs of the Association.
- 1.2 At the discretion and request of the Board of Directors, committee members may be elected if it is deemed appropriate. The Chairperson will, however, invite recommendations from appropriate sources before appointing committee members.
- 1.3 Committee Chairpersons will be named by the Chairperson of the Board or they may be elected by the committee members themselves.
- 1.4 All committees will report at regular meetings of the Board, and will submit a written annual report or a written report at the conclusion of their work.
- 1.5 Annual Reports of Committees of the Board must be prepared and circulated to Board members no later than May 15.
- 1.6 Committee designations and appointments are subject to the approval of the Board of Directors.
- 1.7 A quorum for the transaction of business in a committee will be the majority of its members, unless the committee decides upon another quorum, upon its formation.

Section 2. *COMMITTEES OF THE BOARD:* The Board of Directors may, as set forth in these bylaws or by resolution or resolutions adopted by a majority of the entire Board, establish such committees (including their term, duties and powers) as it shall deem necessary and advisable, each consisting of three or more Directors and each of which, to the extent

provided in the resolution, shall have the authority of the Board, except that no committee shall have authority as to following matters: (a) any action related to the Certificate of Incorporation, (b) any amendments to, or repeal of, these By-laws, (c) the filling of vacancies in the Board or in any committee, (d) the fixing of compensation of Directors for serving on the Board or on any committee, (e) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable or (f) any action otherwise prohibited by law. The committees of the Board shall include the following: The Executive Committee and the Audit Committee.

2.1 *The Executive Committee:* This committee will consist of the Chairperson, the Vice Chairperson, the Secretary, the Treasurer, and one (1) additional member elected by the Board from its membership. If necessary to constitute a faculty/administrator majority on the Executive Committee, the Board shall elect additional committee members from the Board.

The Executive Committee, when College classes are not in session and in emergency situations, shall have and may exercise all powers of the Board of Directors except as otherwise provided in this Section 1. The Executive Committee will appoint such employees as may be needed to conduct the business of the Board.

2.2 *Audit Committee.* The Board shall have an Audit Committee, which shall consist of the two Independent Directors and one student Director elected by the Board, who also meets the definition of Independent Director. The Audit Committee shall oversee the accounting and financial reporting processes of the Association and the audit of the Association's financial statements. The Audit Committee's responsibilities shall include the following:

- annually select or renew the selection of an independent auditor to conduct an audit, subject to the approval of The City University of New York;
- review with the independent auditor the scope and planning of the audit prior to the audit's commencement;
- 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 auditors; (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 Association's accounting and financial reporting processes;
- annually consider the performance and independence of the independent auditor;

- oversee the adoption, implementation of, and compliance with the Association's conflict of interest policy; and
- report on the committee's activities to the Board.

### Section 3.

**COMMITTEES OF THE CORPORATION:** The Board of Directors may establish such other committees as it deems necessary and advisable. These committees shall be committees of the Association, not of the Board, and shall have only the powers specifically delegated to them by the Board and shall have no authority to bind the Board. The committees of the Association shall include the following:

2.2 *The Budget Committee:* This committee will consist of seven (7) Board members: The Treasurer of the Association, the Treasurer of the Student Government, the President of the Student Government, two (2) other student members selected by the Student Government, and one (1) administrative and (1) faculty member selected by the President of the College.

The Treasurer of the Board of Directors will be the Chairperson of the Budget Committee.

The Budget Committee will meet regularly to conduct its business and will submit a detailed annual report as prescribed by these bylaws.

This committee will be responsible for formulating the fiscal policy of the Association and for submitting such recommendations to the Board for approval, as prescribed by Article VI of these bylaws.

2.3 *The Personnel Committee:* The chairperson of the Board will appoint a committee of five members (two student members and three faculty and/or administrator members), who will comprise the Personnel Committee. This committee will be responsible for making recommendations to the Chairperson of the Board of Directors with regard to all actions concerning the hiring retention, or promotion of employees of the Association.

Further, this committee will be responsible for reviewing and amending the Personnel Practices Policy of the Association as the need (s) for such amendments arise, and for submitting such amendments to the Board of Directors for approval.

The Personnel Committee will meet regularly to conduct its business.

No person may be employed by the Board whose application has not been reviewed by this committee. The committee will submit a recommendation to the Chairperson of the Board relative to the application.

In cases of urgency, the Chairperson of the Board may make a temporary appointment of an employee pending a meeting of the Committee. Such meetings should be held no later than four weeks from the date of the temporary appointment.

## **ARTICLE VI – Fiscal Policy**

### **Section 1.**

#### ***FORUMLATION OF FISCAL POLICY:***

- 1.1 The Budget Committee shall be responsible for formulating the fiscal policy and regulations of the Association (ref. Article V, Section 2).
- 1.2 The rules and regulations as well as the procedures of the fiscal activity of the Board must be available in written form and duplicated so that all members of the Board have a copy.
- 1.3 The fiscal policies and procedures formulated by the Budget Committee must be presented to the Board of Directors for its approval.
- 1.4 An up-to-date copy of the fiscal policy must be attached to each copy of the bylaws.

### **Section 2.**

***STIPENDS:*** The student leaders who qualify for stipends are the President, the Vice President, the Secretary, the Treasurer and the Executive Officer for Legal and Legislative Affairs of the student governing board.

### **Section 3.**

***SIGNATORIES:*** All checks must contain at least two signatures designated by the Board of Directors, at least one of whom must be the Chairperson or Treasurer of the Association.

## **ARTICLE VII – Seal**

The seal of the Association shall be the one adopted by the corporation, containing the legend “Bronx Community College Association, Inc., New York, February 16, 1959,” more particularly as shown in the following impression:

**NOTE:** The Seal should be kept in the Office of the President of the College.

## **ARTICLE VIII – Parliamentary Authority**

Section 1. The Board of Directors and Committees of the Board will use ROBERT'S RULES OF ORDER, Newly revised, current edition, as its parliamentary authority, except in such instances when the bylaws or standing rules of the Board provide specific information and guidance. If there is any conflict between those rules and these bylaws, these bylaws shall take precedence.

Section 2. The chairperson of the Board of Directors will appoint a parliamentarian to serve for one year.

#### **ARTICLE IX – Amendments**

The Certificate of Incorporation of the Association and these bylaws may be amended, repealed, revised in whole or in part only by a two-thirds vote of the Board of Directors at any duly constituted meeting of the Board. All amendments are subject to the approval of the College President and the Board of Trustees of the City University of New York.

#### **ARTICLE X – Referenda**

A referendum proposing changes in the student activity fee may be conducted pursuant to Section 16.12 (“Referenda”) of Article 16 of the Bylaws of the Board of Trustees.

#### **ARTICLE XI – Dissolution**

In event of dissolution of the Association, all of the remaining assets and property of the Association, after deduction of necessary expenses, shall be distributed to The City University of New York for the benefit of the College, or any successor thereof organized and operated exclusively for educational purposes and qualified under Section 170(c)(1) or 501(c)(3) of the Internal Revenue Code, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

Approved by the CUNY Board of Trustees on March 23, 1984, with amendments approved on June 22, 1992, September 29, 2014, and \_\_\_\_\_, 2015.