

BY-LAWS

OF

UNIVERSITY AT BUFFALO GRADUATE STUDENT ASSOCIATION INC.

A corporation governed by the
Not-for-Profit Corporation Law of New York

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ARTICLE I

PURPOSE

Section 1. Purpose. To act, through its Board of Directors, in order to further the welfare of the Student Body at this institution through student self-government, promote the scholarly atmosphere of the University at Buffalo, State University of New York (hereinafter “University”), work closely with the University administration, faculty, staff, and other student governments in our mutual endeavor to make the University a truly great graduate center, promote the general welfare of the graduate student body, without discrimination or regard to an individual's race, color, national origin, sex, religion, age, disability, gender, pregnancy, gender identity, gender expression, sexual orientation, predisposing genetic characteristics, marital status, familial status, veteran status, military status, domestic violence victim status, or ex-offender status and to initiate and maintain all those activities which promote the interests of the graduate student body and exercise the fundamental responsibilities and rights of a democratic society.

Section 2. Objectives. To act, through its Board of Directors, as the agency of the graduate student body in matters affecting graduate student life and affairs. To promote the interests of the University community.

ARTICLE II

MEMBERSHIP

Section 1. Classification of Members. The membership of UNIVERSITY AT BUFFALO GRADUATE STUDENT ASSOCIATION INC. (hereinafter the “Corporation”) shall consist of Voting Members. All students presently enrolled in the Graduate School who pay the mandatory student activity fee (hereinafter the “Student Body”) shall automatically be Voting Members of the Corporation.

Section 2. Evidence of Membership. Membership in the Corporation shall be evidenced by the inclusion of the Member's name, in a list of Members to be maintained under the direction of the Vice President. In addition, the Board of Directors may authorize the President of the Corporation to issue a certificate of membership to each Member.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Management of Corporate Affairs. Except as otherwise provided by law, the certificate of incorporation of the corporation or these By-Laws, the activities, property and affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Composition. The Board of Directors of the Corporation shall consist of all elected club members and the Executive Committee. The sum total of elected Board Members from departmental and other eligible clubs shall constitute the Board of Directors of the University at Buffalo Graduate Student Association Inc.

Section 3. The Executive Committee. Shall oversee and direct the business of the Corporation, and shall be composed of three officers: President, Vice President, and Treasurer; each shall be Members of the Corporation. No Executive Committee member may be an officer of any other Corporation club.

Section 4. Voting Board Members. Shall consist of the elected members and their alternates from all recognized Departmental and International clubs. The annual election is to be held by the first month of the Fall semester to coincide with the Corporation's Annual Meeting. Each Board Member's term of office shall be one year. Any Board Member may be recalled during their term by their club in accordance with procedures set forth herein. Members may be eligible for re-election.

[A] All students presently enrolled in the Graduate School who pay the Graduate Student mandatory student activity fee shall automatically be eligible to be a member of the Board of Directors of the University at Buffalo Graduate Student Association Inc.

[B] The Officers of the Graduate Student Association should be considered as Board Members at Large. On the election of these officers, any vacated departmental Board seats shall be filled by the corresponding alternates who shall be their departmental Board Members.

Section 5. Petition for Voting Privileges.

[A] Any non-voting Corporation club may petition the Board for voting privileges.

- [B] The Board shall determine whether the petitioning group faces distinct enough needs and issues as Graduate Students to legitimize the group's claim that they cannot be represented through the departmental clubs.
- [C] Petitions for voting privileges must be read at the regular Board meeting previous to the meeting on which the petition is to be voted on.
- [D] Petitions must be approved at a regular meeting by 2/3 of Board members present (quorum vote).
- [E] Voting privileges for non-departmental clubs shall be limited to one Board Member and one Alternate Board Member per club, no matter the number of members of the club.

ARTICLE IV

POWERS & DUTIES

Section 1. Legislative Powers. The Board of Directors of the Corporation shall have precedence over all other recognized and duly approved student organizations and activities. The Board of Directors in accordance with these By-Laws, shall:

- [A] Shall be authorized to initiate, enact, and administer on matters, which concern the graduate student body as a whole and the relationship of student organizations to the welfare of the graduate student body.
- [B] May make recommendations to the proper University authorities on all matters of policy affecting graduate students, and shall have final authority in all matters affecting the graduate student welfare.
- [C] May mandate by a petition of at least 10% of the members of the Corporation on any questions falling within the scope of corporate activities as described herein. Such a referendum must be held as soon as practicable and no later than one month after the presentation of the petition. The results of any referendum must be considered binding, unless overturned by a vote of the Board of Directors. Such a vote must have the support of at least 2/3 of the voting members present (quorum vote).

- [D] Committees of the Board of Directors shall act, with the authority of the Board of Directors, in their designated areas of responsibility between regularly scheduled meetings of the Board of Directors.
- [E] The Board of Directors shall, after hearing the recommendations of its Finance Committee, administer all funds appropriated to the Corporation.
- [F] The Board of Directors shall have all powers necessary to implement the foregoing purposes and powers, as well as those additional responsibilities delegated to it by the proper authority.
- [G] Any other actions that the Board of Directors deem necessary and proper for the carrying out of these By-Laws.

ARTICLE V

OFFICERS

Section 1. The Officers. Shall be a President, Vice President, and Treasurer. These Officers shall be collectively known as the Executive Committee. Upon taking office these Officers shall become Board Members at Large, exercising full voting privileges, and shall remain in this capacity until the next general election of Board Members following their replacement as officers of the Board, unless they resign, become incapacitated, or are removed. All graduate students represented by the Corporation are eligible to hold office. Members of the Executive Committee are ineligible for GSA staff positions. The Officers shall be elected by a majority of the students voting in any election as set forth herein.

Section 2. The President. Shall be the chief executive and administrative officer of the Corporation and shall have the general powers and duties of supervision and management of the Corporation and shall perform all such other duties as usually pertain to the office or are properly required by the Board of Directors. The President shall:

- [A] Preside as over all meetings of the Board as Chairperson per Robert's Rules of Order, most recent edition, these By-Laws, and the rules promulgated in pursuance thereof; and oversee all activities of the Corporation.

- [B] Carry out the affairs of the Corporation in accordance with these By-Laws.
- [C] Shall be the primary delegate to all activities external to the Corporation, or shall appoint all delegates except as indicated in these By-Laws.
- [D] Shall be one of the two representatives on the Graduate School Executive Committee.
- [E] Shall represent the Corporation on the Council of Advocacy and Leadership.
- [F] Shall represent the Corporation or shall appoint a representative designee to Sub-Board I, Inc.
- [G] Shall be bonded.
- [H] Shall be an ex officio member of all committees.
- [I] Shall appoint the Chairperson of all standing and temporary committees, with the exception of the Finance and Election Committees.
- [J] Communicate with Administration and Faculty on behalf of the organization.
- [K] Review the Corporation's By-Laws annually.
- [L] Perform such other acts and duties as directed by these By-Laws or Board or as are commensurate with the office of President.

Section 3. The Vice President. Shall in the absence or at the request of the President, perform the duties and exercise the powers of the President. The Vice President shall also have such powers and perform such duties as usually pertain to the office or as are properly required by the Board of Directors. The Vice President shall:

- [A] Shall assist the President in executive and administrative duties.
- [B] Shall be the Corporations representative in the absence of or at the request of the President.
- [C] Shall represent the Corporation or shall appoint a representative designee to Sub-Board One, Inc. or have the President appoint a representative in their place.
- [D] Shall supervise, but not chair, the annual election of the Executive Committee,

so long as they are not running for office in said election.

- [E] Shall be responsible for the minutes of the Board, and ensure that an accurate permanent record of such minutes is maintained.
- [F] Shall maintain all the Corporation's pertinent permanent records such as these By-Laws.
- [G] Shall be an ex-officio member of all committees.
- [H] Shall assist the President in originating and developing activities with other student associations.
- [I] Shall assist organizations recognized by the Corporation in developing and coordinating their activities and implementing their goals.
- [J] Shall be bonded.
- [K] Perform such other acts and duties as directed by these By-Laws or Board or as are commensurate with the office of Vice President.

Section 4. The Treasurer. Shall act as chief financial officer and have the care and custody of all the moneys and securities of the Corporation. The Treasurer shall cause to be entered in the books of the Corporation to be kept for that purpose full and accurate accounts of all moneys received and paid on account of the Corporation. The Treasurer shall make and sign such reports, statements and instruments as may be required of him or her by the Board of Directors or by the laws of the United States or of any state or country, and shall perform such other duties as usually pertain to the office or as are properly required of the Treasurer by the Board of Directors. The Treasurer shall:

- [A] Act as the official custodian of the funds and accounts of the Corporation, and to dispense such funds as directed, in accordance with State University of New York Board of Trustees.
- [B] Shall be Chairperson of the Finance Committee.
- [C] Shall present at each Board meeting a complete income statement and balance sheet for the previous months.
- [D] Shall present the budget for the following budgetary year at the penultimate

Board meeting of each budgetary year.

- [E] Shall serve as the Corporation's Liaison to the State University of New York Student Assembly (SUNY SA), with the responsibility of communicating between the SUNY SA and the Corporation.
- [F] Shall assist the President and Vice-President in executive and administrative duties.
- [G] Shall be bonded.
- [H] Perform such other acts and duties as directed by the By-Laws or Board or as are commensurate with the office of the Treasurer.

ARTICLE VI

ELECTIONS

Section 1. Elections. All elections shall be conducted in accordance with these By-Laws, and any additional rules and regulations developed in accordance therewith.

Section 2. Election of Officers.

- [A] Any student enrolled in a department that is currently represented by the Corporation and has attended two Board meetings prior to becoming a candidate shall be eligible to run for office.
- [B] All students represented by the Corporation shall be eligible to vote in any election of officers.
- [C] The election of officers shall be conducted according to an election code. The Board, before its implementation, must approve the election code. Such approval must take place by the November Board meeting.
- [D] The election code shall be in effect for one year or until it is amended or replaced, whichever comes sooner.
- [E] The election of officers shall be overseen by the Election Committee.

- [F] All voting shall be done by secret ballot. The candidate receiving the highest number of votes shall be declared elected. In the event of a tie, a vote of the Board shall determine the successful candidate.
- [G] The officers-elect shall assume their respective positions on June 1st.

Section 3. Election of Board Members.

[A] By Departmental Club

- i. The members of each department shall elect from amongst themselves their Board Members by the first month of the Fall semester. In addition to elected Board Members and their alternates, elected club officers will be automatically listed as Alternate Board Members, and will have full voting privileges.
- ii. A department having 75 or less presently enrolled graduate students may elect one Board Member and two alternates, those with 76 to 175 presently enrolled graduate students may elect two Board Members and four alternates, those with 176 to 350 presently enrolled graduate students may elect three Board Members and six alternates, those with 351 to 500 presently enrolled graduate students may elect four Board Members and eight alternates, and those with 501 or more presently enrolled graduate students may elect five Board Members and ten alternates.
- iii. Two or more small departments in related fields may join together for the purpose of forming a departmental club upon the approval of a 2/3 vote of Board members present (quorum vote).

[B] By Non-Departmental Club

- i. Any non-departmental club shall elect from amongst themselves one Board Member and one alternate. The election of officers must be completed by the end of the first month following their Board approval, unless the club has applied for early recognition. Clubs applying for early recognition in the Spring semester must have elected their officers by the end of September.

ARTICLE VII

MEETINGS

Section 1. Regular Session. Regular Sessions of the Board of Directors shall be scheduled at least once per month during the Fall and Spring semesters unless otherwise ordered. Meetings may be called by the President. All regular meetings shall be open.

Section 2. Special Sessions. Special Sessions of the Board of Directors may be called by the President or upon request of 25% of the membership of the Board of Directors. No business shall be transacted except that mentioned in the call.

Section 3. Executive Session. The President has the right to call an Executive Session, at which only Board members may attend.

Section 4. Annual Session. Shall be the regular session held immediately following the election of the members, or such other regular meeting, as the Board of Directors shall designate.

Section 5. Announcements of Meetings and Agenda. A meeting notice and agenda shall be sent by electronic mail to all Board members and alternates at least seven calendar days prior to the day of the meeting. The Executive Committee in accordance with the other duties shall make the agenda. A majority vote in the Board can mandate that a matter be added to a subsequent Board meeting agenda.

Section 6. Quorum.

- [A] A quorum for the purpose of convening a meeting shall be a simple majority of the total membership of the Board of Directors.
- [B] The membership on which a quorum shall be based is calculated as follows: If a seat is vacant for two consecutive meetings, that seat will be considered on the inactive list and as such will not be counted in the quorum determination. The quorum determination will be made prior to each meeting. Attendance of a meeting by the delegate or alternate of that seat will result in removal of the seat from the inactive list.
- [C] For the first meeting of the year (September), if a club has not held elections,

the Board Member(s) from the previous year will be considered and counted towards quorum.

Section 7. Voting.

- [A] Each Board Member with voting privileges has one vote at Board meetings. The alternate has voting privileges only when the corresponding Board Member is not in attendance.
- [B] The alternate shall have the same duties and responsibilities at Board meetings at which the corresponding Board Member is not in attendance.

Section 8. Minutes. The Vice President is responsible for taking and distributing minutes at all Board of Director meetings. Minutes shall be made available upon request to all members of the Corporation.

Section 9. Rules of Order. In its deliberations, the Board shall be guided by Robert's Rules of Order Revised.

ARTICLE VIII

Impeachment, Removal, Replacement, and Incapacity

Section 1. Impeachment.

- [A] Impeachment may be initiated by a 2/3 vote of Board members present (quorum vote) at a meeting.
- [B] When impeachment has been initiated, and while final action is pending, the officer or officers mentioned in these proceedings shall lose the right to exercise any of the duties and powers associated with their office. If the officer mentioned in these proceedings is also serving as the Chairperson of the Board at the time of impeachment, the Board shall elect from the willing members in attendance a temporary Chairperson whose sole duties will be to chair the meeting during the impeachment and removal proceedings and to conduct the election of Interim Officers should the Board desire or require such temporary replacements.

- [C] When an Officer has been impeached, regardless of whether the motion for removal has succeeded or been tabled, the Board has the option to elect by majority vote Interim Officers who will hold all duties and powers normally associated with the office. These Interim Officers may only be appointed from amongst the willing members of the graduate student body in attendance that have attended and signed in at two Board meetings within the past twelve months. They will hold their office only until permanent officers can be elected according to the rules for replacement set forth in these By-Laws, or until their office has been returned to an impeached Officer who has been cleared of the charges against them, or until they themselves have resigned, or until the Board by a simple majority vote chooses to recall them.
- [D] Whenever impeachment and/or removal proceedings leave less than two Officers in power, including any offices which may be empty due to matters unrelated to the current impeachment proceedings, the Board is required to appoint at least enough Interim Officers to assure that two offices are filled. At any meeting thereafter the Board may reopen the appointment process, including making appointments of Interim Officers to offices left open at previous meetings. No motion to adjourn may be made until a total of at least two offices are filled.
- [E] If the Board chooses not to appoint Interim Officers to an open office, the remaining Executive Committee members may either assume the duties and powers of the mentioned offices or appoint a Temporary Officer of their choosing according to rules set forth for Temporary Officers in these By-Laws.
- [F] Upon appointment, an Interim Officer is not required to resign their Board position, but their voting in the Board is limited to that of an Officer, not as any club's Board Member. An alternate may take their place in the Board if they were not an alternate themselves.

Section 2. Removal.

- [A] Any impeached officer can be removed from office by a 2/3 vote of the elected Board (quorum vote).

Section 3. Replacement of Officer.

- [A] Replacement of officers who resign during a Board meeting at which they are being impeached and/or removed from office shall be handled according to the rules that apply to Impeached and Removed Officers.
- [B] In the case of removal or resignation of any officer, said officer shall be replaced by a vote of the Board from any willing graduate students in attendance who have attended and signed in at two Board meetings within the past twelve months during the meeting at which the replacement election is held.
- [C] An election to replace a removed or resigned officer may be held at the next regular meeting of the Board provided that a special notice of the vacancy and a call for nominations is included with the regular Board mailing. The actual notice, meanwhile, shall appear on the GSA website separate from any other Board business and the news of the vacancy and the call for nominations shall be circulated via electronic mail to the Board.
- [D] The Executive Committee may appoint Temporary Officers who will serve with all rights and duties until the next scheduled Board meeting when permanent replacements can be elected. These Temporary Officers may only be appointed from amongst the willing members of the Board who have attended and signed in at two Board meetings within the past twelve months. If a permanent replacement cannot be elected at the next scheduled Board meeting, the Board has the option of appointing Interim Officers to all open or temporarily filled offices.
- [E] Upon election, said officer shall be considered resigned from any and all other Executive Committee offices.
- [F] If, between Board meetings, all three Executive Committee offices become simultaneously vacant, the Corporation's Director of Operations shall have the authority to call an emergency Board meeting and create an agenda for that

meeting whose only purpose will be to elect a Board member to chair the meeting and to elect Interim Officers. If the agenda for a regularly scheduled meeting has already been sent, the Director of Operations will instead send an updated agenda whose first order of business will be to appoint a Board member to chair that meeting and to elect Interim Officers until a properly-announced election can be held. If the agenda has not already been sent out, the Director of Operations will produce and send that agenda, including election announcements for permanent replacements. In cases where such an emergency Board meeting cannot be held or cannot achieve quorum, the attending Board members may only appoint Temporary Officers who will serve with all rights and duties until Interim or Permanent Officers can be elected.

Section 4. Replacement of Board Members.

- [A] In the case of a Board Members seat being unoccupied for two consecutive meetings, without just cause as determined by the Executive Committee, occupiers of this seat (Board Member and alternate and their constituency) will be notified by electronic mail of the absence of representation at Board meetings and the resultant freezing of club funds. Such funds may be freed upon the resumption of attendance at Board meetings by club representatives.
- [B] Actual replacement of a Board Member can only be done by the club constituency. A petition to remove by a majority of the voting membership of a club will cause a Board Member to be unseated and a new election must be held in that club within two weeks. The unseated Board Member is eligible to run in that election.

Section 5. Incapacity.

- [A] When an Officer becomes incapacitated and unable to perform their duties, the Board has the option to elect by majority vote an Interim Officer who will hold all duties and powers normally associated with the office until such time as the Officer is no longer incapacitated. These Interim Officers may only be appointed from amongst the willing members of the graduate student body in attendance that have attended and signed in at two Board

Meetings within the past twelve months. They will hold their office only until the Officer is no longer incapacitated.

- [B] Whenever incapacitation of an Officer leaves less than two Officers in power, including any offices which may be empty due to unrelated matters, the Board is required to appoint an Interim Officer to assure that a minimum of two Executive Committee offices are filled. At any meeting thereafter the Board may reopen the appointment process, including making appointments of Interim Officers to offices left open at previous meetings. No motion to adjourn may be made until a total of at least two offices are filled.
- [C] If the Board chooses not to appoint an Interim Officer, the remaining Executive Committee members may either assume the duties and powers of the incapacitated Officer or appoint an Interim Officer of their choosing according to rules set forth for Interim Officer in the By-Laws.
- [D] Upon appointment, an Interim Officer is not required to resign their Board position, but their voting in the Board is limited to that of an Officer, not as any club's Board Member. An alternate may take their place in the Board if they were not an alternate themselves.

ARTICLE IX

COMMITTEES

Section 1. Ad Hoc Committees. May be appointed by the President or Board as is deemed necessary. The purpose of an Ad Hoc Committee is to study and report on special matters as they arise. All committees of the Corporation must be chaired by a member of the Board. The committee members may be drawn from the Corporation's members at large.

Section 2. Ad Hoc Committee Report. At the conclusion of their business, the Chairperson shall present a final report on the matter under study at the next available general session. Following this report, the Ad Hoc Committee shall be automatically dissolved.

Section 3. Standing Committees.

[A] Executive Committee:

- i. Shall prepare the agenda for Board meetings.
- ii. Shall approve all appointments made by the Corporation.
- iii. Shall be responsible for approving the expenditure of funds by the voucher or PO process. All vouchers must be signed by the Treasurer and the President or an official designee of the Corporation.
- iv. Shall be responsible for the hiring and contractual relationship of the Corporation's permanent employees.
- v. Shall be responsible for the annual appointment of the Corporation staff to realize the goals of the Corporation as stated in the Purpose. Any student staff position must be held by a member of the Corporation.
- vi. Shall be responsible for the review, sanction, or revocation of club status for all Corporation clubs. The Vice President shall be responsible for such a review, sanction, or revocation aided by the Executive Committee.
- vii. Shall receive an annual stipend as specified in the budget, in accordance with accounting procedures.
- viii. Officers who in accordance with these By-Laws assume the duties of another Officer (e.g., Vice President acting on behalf of the President) shall not be entitled to an additional stipend payment.
- ix. Shall be responsible for the day-to-day management of the Corporation. In managing the Corporation, the Executive Committee shall be governed by majority decision, which requires a majority vote of the Executive Committee to make a decision. In the event that a majority of the Executive Committee cannot be reached, the President shall be empowered to make a provisional decision. The matter must then be discussed at the next regularly scheduled Board meeting where the Board will have final decision-making authority.
- x. Shall be responsible for the maintenance of Corporation funded student programs. Corporation program policy decisions shall be governed by the

majority decision rules outlined in the previous clause. Additionally, the Executive Committee shall notify the Board of any and all policy alterations made to Corporation funded student programs at the next regularly scheduled Board meeting. These policy decisions are considered provisionally enforceable until the Board approves or rejects of the policy decision with an up or down vote. In the event of a rejection by the Board of a provisional policy decision, the previous policy is reinstated unless the Board chooses to adopt a new policy, at its discretion.

- xi. Shall be responsible for a smooth transition of duties to the new Executive Committee members, including but not limited to, the keeping of detailed records, updating position duties, and keeping of handbooks.

[B] Finance Committee:

- i. The Treasurer of the Corporation shall be the Chairperson of the Finance Committee. In addition to the Treasurer, the Finance Committee shall consist of 9 (nine) members and 2 (two) alternates. The alternates shall vote only in the absence of a member. Both members and alternates shall be appointed by the Executive Committee and approved by a majority vote of the Board.
- ii. Functions
 - a. Budget: The Finance Committee shall be responsible for the formulation of the budget of the Corporation.
 - 1. The Board is the final arbiter of the budget of the Corporation.
 - b. Financial Rules and Procedures Governing the Disbursement of Funds:
 - 1. The Treasurer shall assist the Finance Committee in developing and enforcing any and all fiscal regulations administered by the Corporation and its Board. Such regulations must not conflict with

applicable Laws, SUNY or UB policies, or contractual obligations of the Corporation.

2. Modifications of fiscal regulations by the Finance Committee shall be provisional until the Board either approves or rejects the modified fiscal regulation.
 3. The Treasurer must present any provisional fiscal regulations to the Board at its next regularly scheduled meeting for an up or down vote.
 4. In the event of a rejection by the Board, the previous fiscal regulation will be reinstated unless the Board adopts a new fiscal regulation, at its discretion.
 5. The Board is the final arbiter of fiscal regulations for the Corporation.
- c. Corporation Funding Requests: The Finance Committee shall review all club funding requests in accordance with such guidelines that the Committee shall set for itself. The recommendation of the Finance Committee will be made to the Board, which will make the final decision on funding levels.
- d. Capital Equipment
1. The Finance Committee will review and approve of all purchases of capital equipment. The amount is set by and corresponds to fiscal agent regulations.
 2. The Corporation shall retain ownership of all capital equipment purchased with Corporation funds, whether or not such equipment is purchased for the use of any Corporation club or project.

[C] Election Committee

- i. The Election Committee shall consist of 5 (five) members, with the responsibility of organizing and promoting the Executive Committee elections.

They shall be approved no later than the October Board meeting.

- ii. The Election Committee Chair shall be elected from and by the members of the Election Committee, and approved by the Board. After confirmation the Election Committee Chair will give a briefing at each Board meeting. No incumbent Executive Committee member may serve on the Election Committee.
- iii. No Election Committee member may run for an Executive office without first formally resigning from the committee, and must have Board approval.

[D] Services Committee

- i. The Services Committee shall consist of 9 (nine) members. Those members shall include one Corporation Officer, one stipend administrator from Corporation Editing service, one stipend administrator from MDRF, one stipend administrator from Corporation Programming and five Voting Members of the Corporation as defined in Article II Section 1.
- ii. Functions:
 - a. To hear grievances and requests for review of all Corporation Services.

ARTICLE X

CLUBS

Section 1. Special Interest and International Clubs.

- [A] The Corporation encourages, supports, and sponsors the formation, growth, and activities of clubs that benefit the graduate student community with services not already being provided by the Corporation, departmental clubs, or any other organization or group at the University.
- [B] Corporation Special Interest and International Clubs allow groups of graduate students who share common interests to carry out activities as organized bodies for educational and recreational purposes.

- [C] The Board has the authority and responsibility to recognize special interest and international clubs, and to ensure that recognized clubs conform to the policies, which it endorses, and to University rules and regulations.
- [D] The Board reserves the right to deny recognition to new clubs or deny continuing approval to existing clubs.

Section 2. Recognition of Clubs.

- [A] Recognition implies that the club has been included into the Corporation.
- [B] Recognition allows the club to use University facilities, and services such as rental equipment, advisory services, publicity outlets, and to seek funding from the Corporation for its activities.
- [C] Special interest and international clubs must be recognized by the Board every year.
- [D] It is the responsibility of previously recognized clubs to seek annual recognition.
- [E] In order to be recognized, each club must have a President and Treasurer. In addition, the Corporation recommends that each club have a Vice-President and Secretary.
- [F] Each club must adopt and adhere to the GSA's "Template Rules and Policies for Clubs and Organizations" to be officially recognized.
- [G] Each club must adhere to the GSA's minimum club meeting quorum requirement to be officially recognized. Club quorum must be no less than 50% of the total membership plus one for clubs with eighteen or fewer members, and no less than ten members for clubs with eighteen or more members. Clubs may choose to set a higher quorum requirement at their discretion. The use of online polls to achieve quorum is prohibited.
- [H] Each club election of Officers and Board of Directors members must reach quorum and be conducted on UBLinked to be officially recognized.
- [I] In the event that the Executive Committee revokes a club's recognition, a club

may petition the Board and be re-instated with the support of 2/3 of the Board members present (quorum vote).

- [J] Further requirements for Recognition of Graduate Student Organizations can be found in the Special Interest & International Club Recognition Policy Guidelines

ARTICLE XI

AMENDMENTS

Section 1. Amendments.

- [A] Any Board Member may propose an Amendment.
- [B] The proposed Amendment must be read at the regular meeting previous to the meeting on which it is to be voted and published to the graduate student body in the interim via electronic mail and on the Corporation website.
- [C] The proposed Amendment must be approved at a regular meeting by either two-thirds of the elected Board membership or three-quarters of Board members present, whichever of the two is the smaller amount (quorum vote).
- [D] The proposed amendment must be listed in the agenda circulated to the full Board membership via electronic mail seven calendar days prior to the meeting at which it is to be acted.

Section 2. Amendment by the Graduate Student Body

- [A] An Amendment may be proposed by petition of at least 10% of Board members. Upon the receipt of such a petition before the March Board meeting, the Board shall be mandated to hold a general referendum before the close of regular classes that academic year, not including the summer session. Upon receipt of such a petition after the March Board meeting, the Board shall be mandated to hold a general referendum no less than four weeks or more than eight weeks in the immediately following Fall semester. A proposed amendment shall be adopted by affirmative vote of a majority of those voting in said general referendum. This affirmative vote must represent at least 10% of the members

of the Corporation.

ARTICLE XII

CORPORATE SEAL

Section 1. Form of Seal. The seal of the corporation shall be in such form as may be determined from time to time by the Board of Directors.

ARTICLE XIII

DISSOLUTION

Section 1. Procedure. Dissolution must be made in accordance with Robert's Rules of Order and made upon a 2/3 vote of the entire membership of the Board of Directors.

Section 2. Assets. Upon dissolution of the organization, the members, after paying or making provision for the payment of the just debts, obligations and liabilities of the organization, will dispose of all of its assets by transfer to such other non-profit organization or organizations organized and operated exclusively for educational purposes, or such other purposes as shall at that time qualify for exemption under Section 501 (c) (3) of the Internal Revenue Code and Section 420 of the New York Real Property Tax Law as in judgment of the members is best qualified and competent to promote the purposes of the organization, subject to an order of a Justice of the Supreme Court of New York.