Article I – Name and Purposes

Section 1. Name - This corporation shall be known as BOROUGH OF MANHATTAN COMMUNITY COLLEGE ASSOCIATION, INC. (BMCC ASSOCIATION) and will hereinafter be referred to as the Association.

Section 2. Purposes - The principal objectives and purposes of the Association are as follows:

1. To plan, develop, promote, and cultivate educational and social relations among the students and faculty of Borough of Manhattan Community College, an educational unit of The City University of New York.

2. To aid the students and faculty of the Borough of Manhattan Community College by assisting them in their study, work, curricular, and college-related activities, and to provide a vehicle for the orderly administration of student fees and activities. Any facilities provided for students, faculty, or staff shall be available to all members of the Borough of Manhattan Community College without regard to membership in any organization.

3. To receive, maintain and dispose of a fund or funds of real or personal property, or both and to apply the income and principal thereof, in whole or in part, to the various objectives herein set forth.

4. Without profit and solely as an incident to the foregoing purposes, to acquire, print, publish, manufacture, operate, conduct, engage in, circulate, distribute, deliver and otherwise deal in and with any periodicals, magazines, journals, newspapers, circulars, pamphlets, books, music, photographs, blueprints and any other printed or duplicated matter in connection with any of the above mentioned objectives.

5. To acquire by purchase, gift, grant, devise and/or bequest real and personal property and to accept such property for use, in fee or in trust, for the purposes of effecting any or all of its objectives.

6. To sell, mortgage, exchange, lease, convey, transfer or otherwise dispose of or encumber any such property, both real and personal, as the objects and purposes of the Association may require, subject to such limitations as may be provided by law and by the regulations of the Board of Trustees of The City University of New York.

7. To administer, invest and reinvest any and all monies, securities or property received by it and to apply and expend the income and principal of the Association in carrying out its purposes.

8. To borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations or evidences of indebtedness in payment for property acquired or money borrowed.

9. To make such rules, regulations and bylaws and to hire clerical and other staff and such employees as may be necessary and advisable to carry out the purposes of the Association.

10. In general, to exercise such powers as are incidental and conducive to the attainment of the objectives and purposes of the Association, provided that the Association shall not operate for profit and further provided that no part of the net earnings of the Association shall inure to the benefit of any member thereof.
Article II – Directors

Section 1. Number – The property, affairs, and concerns of the Association shall be viewed in a Board of Directors consisting of thirteen (13) Directors.

1. The President of the College or his/her designee, shall be Chair of the Board of Directors.
2. The President of the College shall appoint three (3) Directors from amongst the administrators of the College.
3. The President of the College shall appoint three (3) faculty members from a panel of at least six (6) teaching faculty elected by the College’s Faculty Council.
4. The President of the Student Government Association shall be a Director of the Board of Directors by virtue of the office held.
5. Five (5) Student Directors of the Board of Directors shall be elected by the Student Senate from amongst the students duly elected by the general student body. Where practical, these students shall be representative of the different constituent groups (i.e. full-time, part-time, day students, evening students).

Section 2. Term of Office – Directors shall be elected or appointed annually. A Director’s term of office shall commence with the Association’s fiscal year.

Section 3. Qualifications – The faculty/administration component of the Board of Directors shall be full-time employees of the Borough of Manhattan Community College. The Student component of the Board of Directors shall be students in good standing enrolled at the Borough of Manhattan Community College. (The President of the Student Government Association shall maintain at least a 2.5 cumulative index; all other Student Directors shall maintain at least 2.0 cumulative index.)

Section 4. Duties and Meetings – The first meeting of a new Board of Directors shall be held during the first week in July. The Board of Directors shall have power to hold meetings at such times and places as it deems advisable, to appoint committees, to employ necessary employees, to authorize proper expenditures and to take such other measures as may be necessary or proper to carry out the purposes of the Association. Meetings of the Board of Directors may be called by the Chair whenever he/she deems advisable. The President of the College may also call meetings of the Board of Directors whenever deemed advisable.

Section 5. Quorum – The presence of seven (7) Directors shall constitute a quorum for the transaction of any business and, unless otherwise specified in these bylaws, the act of a majority at any meeting of the Board of Directors shall be the act of the Board. Each Director shall be entitled to one vote. Directors shall vote in person and not by proxy.

Section 6. Vacancies – Whenever a vacancy shall occur in the Board of Directors, said vacancy shall be filled in accordance with the provisions set forth in Section 1 of Article II hereof.

Section 7. Compensation – No Director shall receive any compensation from the Association for services performed in his official capacity, but Directors shall be reimbursed for reasonable expenses incurred in the performance of official duties. The payment of stipends to student leaders is permitted only within those time limits and amounts authorized by the Board of Trustees of The City University of New York.

Section 8. Assessments – The Board of Directors shall have no power to impose any liability or assessment upon any member or members of the Association, except that, a member of the Association may be required to reimburse the Association for personal use of Association services.
Article III – Officers and Executive Committee

Section 1. Chair – The Chair of the Board of Directors shall preside over meetings of the Board and shall vote only in case of a tie. He/she shall sign and execute, in the name and on behalf of the Association, all documents required to be executed by the Association and shall perform such other duties as requested by the Board of Directors or as are reasonable incidental to his/her office. The Chair of the Board of Directors shall be the President of the College or his/her designee.

Section 2. Vice-Chair – The Board of Directors shall elect one of the members of the Board as Vice-Chair of the Board of Directors. He/she shall preside over meetings of the Board in the absence of the Chair. He/she shall perform such other duties as requested by the Chair or Board of Directors.

Section 3. Treasurer – The Board of Directors shall elect one of the members of the Board as Treasurer of the Board of Directors. The Treasurer shall be the titular business and fiscal officer of the Association. He/she shall perform such other duties as requested by the Chair or Board of Directors.

Section 4. Secretary – The Board of Directors shall elect one of the members of the Board as Secretary of the Board of Directors. The Secretary shall oversee the taking and recording of minutes of all meetings of the Association’s Board of Directors, shall keep the seal of the Association and shall, when necessary, attest to the official acts of the Chair and Board of Directors. The Secretary shall supervise the distribution of minutes of all Association meetings; said distribution shall take place no more than seven (7) days after a meeting. Whenever a person is elected or appointed to one of the positions specified in Section 1 of Article II hereof, the Secretary shall immediately notify such person, in writing, of his/her membership in the Association. The Secretary shall perform such other duties as requested by the Chair or Board of Directors.

Section 5. Composition of Officers – Two (2) of the officers of the Board of Directors shall be students, one (1) shall be an administrator and one (1) shall be a member of the faculty.

Section 6. Executive Committee – The officers of the Board of Directors of the Association and one (1) additional non-student Board member shall constitute the Executive Committee of the Board with power to act for the full Board when classes at the Borough of Manhattan Community College are not in session. The Executive Committee of the Board shall also have the power to act for the Board of Directors when circumstances make it unfeasible to call for a meeting of the full Board of Directors. An action of the Executive Committee shall be reviewed and voted upon at the next regularly scheduled meeting of the full Board of Directors of the Association.

Article IV – Budgets and Procedures

Section 1. Fiscal Year – The fiscal year for the Association shall begin July 1st.

Section 2. Budget Procedures – The budget of the Association shall consist of at least two (2) principal sub-budgets: The operating budget for College Purposes and Activities and the operating budget for the Student Government Association. All accounting procedures shall be in accordance with the provisions set forth in Article XVI of the Bylaws of the Board of Trustees of The City University of New York, and consistent with such other policies and procedures followed by the Borough of Manhattan Community College.

Section 3. Budget Committee – The Budget Committee shall be empowered to receive and review student activity fee budget requests and, after notice and hearing, to develop and allocate a budget subject to the review and approval of the Board of Directors of the Association. Five (5)
Directors of the Board shall comprise the membership of the Budget Committee including the Student Government Association President. A majority of members of the committee shall be students. Two non-student Board members shall also be members of the Budget Committee.

Section 4. Student Government Association – The operating budget for the Student Government Association shall be prepared by the Budget Committee of the BMCC Association, Inc. after notice and hearing and approval by the full Board of Directors.

Section 5. College Purposes Fund – The College Purposes Fund shall be allocated by the President of the College. The College Purposes Fund may have up to 25% (twenty-five percent) of the unearmarked portion of the student activity fee earmarked to it by resolution of the Board of Trustees of The City University of New York, upon 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.

Section 6. Notification of Action – The minutes of the Board of Directors or the Executive Committee, as submitted by the Secretary and approved by the Board of Directors or the Executive Committee, shall be deemed to be the official notification for the Executive Office of the BMCC Association, Inc. authorizing it and other related college offices to take the necessary actions relating to appropriations and expenditures.

Section 7. Audit – The accounts of the Association shall be audited annually by outside certified public accountants engaged by the Board of Directors for that purpose.

Article V – Review Authority of the College President and Governance

Section 1. Authority – The President of the Borough of Manhattan Community College, shall have review authority over all actions taken by the Association’s Board of Directors. Said review authority shall be exercised in the manner prescribed under Article XVI of the Bylaws of the Board of Trustees of The City University of New York.

Section 2. Governance – The Association shall operate consistent with the Bylaws, policies and regulations of The City University of New York, and any policies, regulations and orders of the Borough of Manhattan Community College.

Article VI – Assets and Funds

Section 1. Owners – No member, Director, officer or employee of the Association shall have any right, title or interest in the assets and funds of the Association; all assets and funds of the Association shall be owned exclusively by the Association.

Section 2. Disposition – All funds of the Association shall be deposited in an account or accounts in the name of the Association in a bank or banks designated by the President of the College and shall be used solely to pay the proper expenses of the Association. Funds shall be withdrawn from such bank account or accounts only upon the written authorization and signatures of the Treasurer of the Association and President of the College and his/her designee or upon the written authorization and signature of such other person or persons as the Board of Directors shall designate by resolution. The College President or his/her designee must be a signatory on all checks. Any funds or other assets of the Association which, in the judgment of the Board of Directors, shall not immediately be required to effect the purposes of the Association may be invested, reinvested, and administered by the Board of Directors in such securities, real estate or other investment as in the judgment of the Board of Directors is sound and proper.

Section 3. Dissolution – In case of dissolution of the Association, surplus assets, if any, shall pass to the Board of Trustees of The City University of New York for the purposes of the
Borough of Manhattan Community College, pursuant to approval and order of a justice of the Supreme Court of the State of New York.
Article VII – Amendments to Bylaws

Section 1. Amendments – These bylaws may be amended by a two-thirds vote of the total membership of the Board of Directors. Said two-thirds vote shall be cast during two consecutive meetings of the total membership of the Board of Directors of the Association. Amendments shall be subject to the approval of the President of the College and the Board of Trustees of The City University of New York.

Section 2. Effective Date of Amendment – The effective date of amendments of these bylaws shall be as stated by the Board of Trustees of The City University of New York.

Section 3. Conflicts – The Board of Directors of the Association shall not adopt any new or amended Bylaws, policies, or resolutions which conflict with the terms of the Bylaws of the Board of Trustees of The City University of New York. Nothing contained in the Bylaws of the BMCC Association, Inc. shall be construed as diminishing the rights, duties and intentions as defined in Article XVI of the Bylaws of the Board of Trustees of The City University of New York.

Section 4. Resolution of Conflicts – Should a conflict exist between the Bylaws of the BMCC Association, Inc. and the Bylaws of the Board of Trustees of The City University of New York, governing policy shall be that established by The City University of New York and the Board of Trustees of The City University of New York. Conflicts may be submitted to the Office of the Vice-Chancellor for Legal Affairs of The City University of New York for resolution.