

## ARTICLE I. NAME AND LEGAL STATUS

### Section 1. Name

The name of this Association shall be the College Student Personnel Association of New York State, Inc. (CSPA-NYS). The Association is organized and exists pursuant to the Not-for-Profit Corporation Law of the State of New York. Hereto, in this document it shall be referred to as “The Association.”

### Section 2. Legal Status

The name of this Association shall be used in all business and activities of the Association. The name of this Association shall not be used by individuals, organizations or agencies without the explicit approval of the Executive Board.

## ARTICLE II. PURPOSE AND ACTIVITIES

### Section 1. Purpose

The College Student Personnel Association of New York State, Inc. is organized exclusively for the advancement of education and educational purposes, as well as permissible charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code, or any corresponding section(s) of any future federal tax code.

### Section 2. Mission Statement

The College Student Personnel Association of New York State, Inc., the first chartered state division of ACPA - College Student Educators International (hereto, ACPA), is a comprehensive professional student affairs organization. We are dedicated to fostering the development of our members, a diverse community of educators, students and scholars within higher education.

### Section 3. Vision Statement

CSPA-NYS provides exceptional professional development programs and networking opportunities for graduate students, new professionals and mid-level managers in higher education in New York State, and strategically partners with a number of resources to deliver on this promise. Strategic partners and resources include senior student affairs leaders, faculty in higher education, prior CSPA-NYS Board members, business leaders, companies, and other student affairs related organizations.

### Section 4. Legislative Activities

The Association shall not engage in any activity meant to influence legislation, and the Association shall not participate in or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements). The Association shall not engage in any activities not permitted to be carried on by a corporation operating pursuant to Section 501(c)(3) of the Internal Revenue Code, or any corresponding section(s) of any future federal tax code.

### Section 5. Compliance with Requirements of Internal Revenue Code

- (A) Notwithstanding any other provision of these Bylaws, the Association shall not engage in any conduct or activities that are inconsistent with the requirements imposed on an entity operating pursuant to Section 501(c)(3) of the Internal Revenue Code, or any corresponding section(s) of any future federal tax code.
- (B) To the extent that such a requirement is applicable, the Association will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code.

- (C) To the extent that such a requirement is applicable, the Association will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code.
- (D) To the extent that such a requirement is applicable, the Association will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code.
- (E) To the extent that such a requirement is applicable, the Association will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code.
- (F) To the extent that such a requirement is applicable, the Association will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code.

### **Section 6. *Roberts' Rules of Order***

The business of the Association shall be conducted according to *Roberts' Rules of Order* by Henry Martin Roberts, Revised, except in all instances in which they are not consistent with the Bylaws or operating procedures of this Association.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Membership**

Membership in this Association shall be by individual, and is open to all persons who support the purposes of this organization.

### **Section 2. Membership Categories**

There shall be four types of membership: Regular, Student, Honorary, and Crystal Circle. All members shall be voting members.

- (A) A REGULAR member is an individual who has paid regular member dues to this Association.
- (B) A STUDENT member is an individual who is enrolled in an institution of higher education and not employed full time during the current academic year, and who pays student member dues to this Association.
- (C) An HONORARY member is an individual who has been elected to honorary member status by the Executive Board. Honorary membership shall be for life and shall be exempt from payment of Annual Dues.
- (D) A CRYSTAL CIRCLE member is an individual who has successfully fulfilled their presidential cycle and has been endorsed by the Executive Board. Crystal Circle membership shall be for life and shall be exempt from payment of Annual Dues.

### **Section 3. Membership Year**

The membership year of this Association shall be on an annual rolling basis. Members whose dues have been paid shall be in good standing for one calendar year from the date their dues were processed. Members who have not renewed their membership prior to their membership expiration date will be removed from the mailing list and shall not be eligible for member-only services until such time as their membership is renewed.

### **Section 4. Annual Dues**

The annual dues of this Association shall be determined by the Executive Board.

## **ARTICLE IV. ELECTED OFFICERS**

**Section 1. Elected Officers**

The elected officers of this Association shall be:

- (A) Past President
- (B) President
- (C) President-Elect
- (D) Vice President for Professional Development
- (E) Vice President-Elect for Professional Development
- (F) Vice President for Membership
- (G) Vice President-Elect for Membership
- (H) Vice President for Communications
- (I) Vice President-Elect for Communications
- (J) Three (3) Member-at-Large positions

All elected officers shall be Regular, Student, Honorary, or Crystal Circle members of this Association during their term of office and shall also be affiliated with an institution of post-secondary education in New York State for the same period. Exceptions to this affiliation requirement may be made by a simple majority of the Executive Board. Members who are employees of “for profit” organizations cannot use an Executive Board position to solicit business.

As a member of the Executive Board, each Elected Officer is required to attend all Executive Board meetings and will have voice and vote at all meetings.

**Section 2. Term of Office**

The following defines the term of office for each elected position:

- (A) The Presidential cycle shall be a three-year term. The first year shall be as President-Elect, the second as President, and the third as Past President.
- (B) The Vice President for Professional Development shall be a two-year term. The first year shall be as Vice President-Elect for Professional Development and the second year shall be as Vice President for Professional Development.
- (C) The Vice President for Membership shall be a two-year term. The first year shall be as Vice President-Elect for Membership and the second year shall be as Vice President for Membership.
- (D) The Vice President for Communications shall be a two-year term. The first year shall be as Vice President-Elect for Communications and the second year shall be as Vice President for Communications.
- (E) The Member-at-Large positions shall have two-year terms. The elections for the Member-at-Large positions shall be staggered so that no more than two of the three positions are elected during the same cycle.

**Section 3. President**

There shall be a PRESIDENT who shall preside all meetings of the Association and meetings of the Executive Board; consider all motions regularly made; and call special meetings as needed. The President shall be an ex-officio member of all committees; shall assure that the operation of this Association is in accordance with these Bylaws; and shall assure that the officers of the Association are advised of their duties and the operations of the Association. The President shall be the primary point of contact for the Conference Chairs, Vice Presidents, and Members-at-Large.

**Section 4. President-Elect**

There shall be a PRESIDENT-ELECT who shall become familiar with the work of the Association in preparation for the term as President and shall serve as an ex-officio member of all committees. In the absence of the President at Association meetings, the President-Elect shall perform the duties of the President. The

President-Elect shall be the primary point of contact for the Coordinator of Educational Partnerships, Faculty Liaison, and Senior Student Affairs Liaison.

**Section 5. Past President**

There shall be a PAST PRESIDENT who shall be responsible for the nominations and elections processes. In the absence of the President or the President-Elect at Association meetings, the Past President shall perform the duties of the President. The Past President shall be the primary point of contact for the Treasurer, Historian, and Secretary.

**Section 6. Vice President for Professional Development**

There shall be a VICE PRESIDENT FOR PROFESSIONAL DEVELOPMENT who shall be responsible for implementing such professional development programs as are undertaken by the Association. The Vice President for Professional Development, in consultation with the President, will recommend persons to serve as Professional Development Committee Chairs or serve in other Professional Development capacities as may be necessary to carry out these programs.

**Section 7. Vice President-Elect for Professional Development**

There shall be a VICE PRESIDENT-ELECT FOR PROFESSIONAL DEVELOPMENT who shall become familiar with the work of this Association in preparation for the term as Vice President for Professional Development. The Vice President-Elect shall work in conjunction with the Vice President for Professional Development to establish and implement professional development programs undertaken by the Association.

**Section 8. Vice President for Membership**

There shall be a VICE PRESIDENT FOR MEMBERSHIP who shall be responsible for the Association's membership recruitment and retention efforts, keeping the membership records current, and providing the President and the Executive Board up-to-date data on membership.

**Section 9. Vice President-Elect for Membership**

There shall be a VICE PRESIDENT-ELECT FOR MEMBERSHIP who shall become familiar with the work of this Association in preparation for the term as Vice President for Membership. The Vice President-Elect shall work in conjunction with the Vice President for Membership to support member recruitment and retention efforts.

**Section 10. Vice President for Communications**

There shall be a VICE PRESIDENT FOR COMMUNICATIONS who shall be responsible for establishing and maintaining all of the communication outlets for the Association including web and print such as Annual Conference announcements, professional development announcements, email communications, and social media. The Vice President for Communications shall be the primary point of contact for the Webmaster.

**Section 11. Vice President-Elect for Communications**

There shall be a VICE PRESIDENT-ELECT FOR COMMUNICATIONS who shall become familiar with the work of this Association in preparation for the term as Vice President for Communications. The Vice President-Elect shall work in conjunction with the Vice President for Communications to manage communications on behalf of the Association.

**Section 12. Member-at-Large**

There shall be three (3) MEMBERS-AT-LARGE who shall have voice and vote during the deliberations of the Executive Board. Each Member-at-Large may also assume additional responsibilities as assigned by the President with the advice and consent of the Executive Board.

**Section 13. Succession of Officers**

The President-Elect shall become President of the Association one year after the commencement of the term of office as President-Elect or upon the resignation, removal or death of the President. In the event that the President-Elect takes office as President during the term as President-Elect, that person shall continue to serve as President during the following year. In the event that the President and President-Elect cannot serve, the Past President shall continue to serve until an election can be held. In the event that the President and President-Elect are unable to serve, the Past-President shall continue to serve until an election can be held. In the event that all three Presidents are unable to serve, a special election must be called to select a new President. In the event that all three Presidents are unable to serve, the three (3) Vice Presidents shall share the responsibilities of the President in the interim and shall jointly call a special election to select a new President.

**ARTICLE V. APPOINTED OFFICERS****Section 1. Appointed Officers**

The appointed officers of this Association shall be:

- (A) Annual Conference Chair
- (B) Annual Conference Co-Chair
- (C) Secretary
- (D) Treasurer
- (E) Historian
- (F) Webmaster
- (G) Coordinator of Educational Partnerships
- (H) Senior Student Affairs Officer Liaison
- (I) Faculty Liaison

All appointed positions shall be Regular, Honorary, Student, or Crystal Circle members of the Association during their term of office and shall also be affiliated with an institution of post-secondary education in New York State for the same period. Exceptions to this affiliation requirement may be made by a simple majority of the Executive Board. Members who are employees of “for profit” organizations cannot use an Executive Board position to solicit business.

As a member of the Executive Board, each Appointed Officer is required to attend all Executive Board meetings and shall have voice and vote at all meetings.

**Section 2. Term of Office**

The following defines the term of office for each appointed position:

- (A) The Annual Conference Chair shall be a two-year term. The first year shall be as Annual Conference Co-Chair and the second year shall be as Annual Conference Chair.
- (B) The Secretary shall be a two-year term.
- (C) The Treasurer shall be a two-year term.
- (D) The Historian shall be a two-year term.
- (E) The Webmaster shall be a two-year term.
- (F) The Coordinator of Educational Partnerships shall be a two-year term.
- (G) The Faculty Liaison shall be a one-year term.
- (H) The Senior Student Affairs Liaison shall be a one-year term.

When a vacancy occurs in an Appointed Officer position, the current President, with the advice and approval by a simple majority of the Executive Board, shall appoint the Officers listed above. Each appointment term is renewable pending a discussion by the current President, with the advice and approval by a simple majority of the Executive Board.

### **Section 3. Annual Conference Chair**

The Annual Conference Chair shall be responsible for the coordination of the Association Annual Conference held each fall. Responsibilities include the development and direct supervision of the Annual Conference budget to be approved by November 1 of the previous calendar year as part of the entire Association annual operating budget, the recruitment and coordination of the conference committee members, assisting the President with the selection of an Annual Conference Co-Chair, and reporting regularly to the Executive Board regarding conference planning progress.

### **Section 4. Annual Conference Co-Chair**

There shall be at all times two (2) Annual Conference Chairs: one for the current year's conference and one for the next year's conference. The newly appointed Annual Conference Chair shall serve first as Co-Chair for the current year's conference and assist the President in choosing a Co-Chair to serve with him/her the following year.

### **Section 5. Secretary**

The Secretary shall record and transmit to the Executive Board all official proceedings of this Association and of the Executive Board of the Association; provide leadership to the Historian to maintain a permanent official file of all policy statements, papers, annual committee reports, literature and any other materials issued by the Association; and advise the Executive Board of the contents of such documents.

### **Section 6. Treasurer**

The Treasurer shall receive all monies paid directly to this Association; keep an account of all receipts and expenditures; pay or authorize for payment all bills properly charged against the Association; chair the Budget Committee; draft an annual budget; oversee the preparation and filing of annual tax documents; make arrangements for an audit as required; and present, in writing, a financial report at the end of each Association fiscal year and/or at any other time upon request of the Executive Board.

### **Section 7. Historian**

The Historian shall keep track of all Association details, including business records, photos, and historical documents. This person is responsible for coordinating the collection of all pertinent materials; he/she is also responsible for the safe and secure storage of such materials. The Historian shall work collaboratively with the Secretary.

### **Section 8. Webmaster**

The Webmaster shall be responsible for the upkeep and maintenance of the Association Website. The Webmaster shall work collaboratively with the Vice President of Communications.

### **Section 9. Coordinator of Educational Partnerships**

The Coordinator of Educational Partnerships shall be responsible for the development of an annual outline of sponsorship opportunities for educational partners including, but not limited to institutions of higher education, businesses, and other student affairs organizations. The Coordinator is responsible for soliciting partnerships on behalf of the Association, processing and maintaining partnership records, and working collaboratively with the board to create partnerships that assist in fulfilling the Association's Mission and Vision.

**Section 10. Faculty Liaison**

The Faculty Liaison shall endeavor to reflect and represent the needs of faculty in student affairs preparatory programs in New York State. The Representative shall assist the Association with engaging faculty as members and partners in fulfilling the Association's Mission and Vision. The Faculty Liaison shall be the primary point of contact for the Editor-in-Chief of The New York Journal of Student Affairs: The Journal of the College Student Personnel Association of New York State. The Representative should be currently serving as faculty in a New York State graduate preparation program in Student Affairs.

**Section 11. Senior Student Affairs Officer Liaison**

The Senior Student Affairs Officer Liaison shall endeavor to reflect and represent the needs of professionals serving colleges and universities at the senior student affairs officer level. The Representative shall assist the Association with engaging senior student affairs officers as members and partners in fulfilling the Association's Mission and Vision. The Representative should have a minimum of 15 years of service in student affairs professional positions and have reported directly to or served as a senior-level student affairs officer.

**ARTICLE VI. EXECUTIVE BOARD****Section 1. Executive Board**

The Executive Board shall manage the affairs of the Association; transact all necessary meetings of the membership; formulate and recommend policies to the membership; and carry out such activities as directed by the membership. The Executive Board of this Association shall provide for representation to other state or national associations where such representation is appropriate.

**Section 2. Chair**

The President of the College Student Personnel Association of New York State, Inc., shall chair the Executive Board. The President can only vote in the case of a tie.

**Section 3. Membership**

The Voting Members of the Executive Board are the Elected Officers and the Appointed Officers. Any vacancies shall be filled by an appointment in accordance with these Bylaws.

**Section 4. Bonding**

The President and Treasurer of the Association, who have the authority to sign checks or otherwise handle Association funds shall be bonded. The cost of bonding shall be a budgeted expense of the Association.

**Section 5. Quorum and Voting Rights**

A simple majority of the Executive Board shall constitute a quorum for the transaction of business at all regularly scheduled and emergency meetings. Each voting member of the Executive Board shall be entitled to one vote. Voting by proxy is not permitted.

**Section 6. Term of Office**

The term of office for each position on the Executive Board shall be defined by the position held. The officer year shall run from approximately mid-June to mid-June, with the exception of President and Conference Chair which will run October to October. The new Executive Board will be installed at the close of business on the first day of the summer board retreat, except for the President and Conference Chair who will be installed through the end of Annual Conference. While not formally installed during the summer board retreat, the incoming President and Conference Chair shall be invited to participate.

The new Executive Board will be installed at the close of business on the first day of the summer board retreat. They may assume their roles prior to the summer board retreat by a motion to the Executive Board and approval by a two-thirds (2/3) majority vote.

### **Section 7. Meetings**

At least four meetings of the Executive Board shall be called annually by the President. Meetings can also be called at the joint request of any five (5) members of this Board. There shall be an Executive Board Planning Retreat held each year after the annual election and prior to July 1 for the purpose of training new officers, planning, and initial budget development for the upcoming fiscal year. In the event that the Secretary is unable to attend a meeting, the President shall appoint a member of the Board present at the meeting to record meeting minutes. All meetings shall be governed by *Robert's Rules of Order* except where inconsistent with these Bylaws or Association operating procedures.

### **Section 8. Committees**

The Executive Board may establish Committees to handle the operations, professional development work, and activities of the Association. Committees can include, but are not limited to, Professional Development Committees, Budget Committee, Nominations and Elections Committee, and the Association Awards Committee.

### **Section 9. Ad Hoc Committees**

Ad Hoc Committees are developed to examine a specific topic or purpose. The Executive Board may establish Ad Hoc Committees that may act for the Executive Board within such limits as may be established, in writing, by the Executive Board. The President may temporarily appoint an Ad Hoc Committee, pending final approval at the next meeting of the Executive Board.

## **ARTICLE VII. VACANCIES AND REMOVAL FROM OFFICE**

### **Section 1. Vacancy of an Office**

- (A) Should the President position become vacant during the term of office, the “elect” office shall assume the remainder of that term in addition to their upcoming year in office. A special election would be held to replace the President-Elect who was assuming presidential responsibilities early.
- (B) Should the Vice President positions become vacant during the term of office, the “elect” office may assume the remainder of that term in addition to their upcoming year in office, or by  $\frac{2}{3}$  majority vote of the board there may be an appointment to fill the vacated term leaving the elect to serve as elect.
- (C) If a vacancy occurs among the President-Elect, any of the Vice Presidents-Elect, or a Member-at-Large positions, the Executive Board shall determine whether it is necessary to hold an immediate Nomination and Election process to fill the vacancy, appoint a candidate to fill the position by  $\frac{2}{3}$  majority vote, or to fill the vacancy in the next scheduled Nomination and Election process.
- (D) If a vacancy occurs among the Appointed positions, the President shall appoint a qualified member of the Association to complete the vacated term of office in accordance with Article V.
- (E) If a vacancy occurs among an Elected or Appointed position when the election or appointment process has already been carried out for the upcoming term of office, the selected candidate shall be given the opportunity to assume the responsibilities of the position immediately.

### **Section 2. Removal from an Office**

- (A) Any officer may be removed for just cause. Grounds for removal of an officer include: violation of Association policy, procedures, or ethical code (as prescribed by the Council for the Advancement of Standards in Higher Education (CAS)); failure to perform the duties of the office as set forth in the



Bylaws and the policies of the Association; gross impropriety in carrying out the duties and responsibilities of the office.

(B) Officers of the Association may be removed by the following process:

1. Written submission of evidence by any member of the Association to the Executive Board of proper cause as defined above.
2. The submitted material must be signed by at least two (2) current members of the Executive Board.
3. Upon receipt of the above information and ensuring that there are grounds for removal, the Executive Board shall conduct appropriate hearings, if needed, or deliberations to consider removing the officer from that office.
4. The officer shall be removed upon the affirmative vote of three-fourths (3/4) of all members of the Executive Board of the Association.

## **ARTICLE VIII. NOMINATIONS AND ELECTIONS**

### **Section 1. Eligibility**

The elected officers of the Association shall be elected annually by ballot. Only current members may be nominated, placed on an election ballot, and/or vote in the annual election. In accordance with a two-year term of office, no more than two (2) of the three (3) Member-at-Large positions shall be elected each year, unless a vacancy has occurred as set forth in Article VII.

### **Section 2. Chair and Committee**

The Past President of the Association shall serve as Chairperson for nominations and elections, with the assistance of the President. A Nominations and Elections Committee shall be designated by the Past President, in consultation with the President, to assist with this process. The Committee shall include, at minimum, one current member of the Executive Board and one member of the Association who has not held an Executive Board position within the past three (3) years. None shall be a current candidate. The makeup of the Committee shall be approved by a majority vote of the Executive Board. The Past President will chair the Committee with no vote in Committee business except in the case of a tie. In the event that a member of the Committee becomes ineligible to serve, that person shall resign from the Committee and be replaced by a new member selected by the Past President.

### **Section 3. Process**

The Past President shall request nominations from all members of the Association and, guided thereby, shall place on the election ballot the names of eligible individuals for each office. The Nominations and Elections Committee shall have the authority to evaluate the eligibility of nominees according to published criteria. The Past President shall develop a ballot of all eligible nominees, conduct an election by ballot of all members of the Association, and present a final tally of the results to the Committee for certification. The person receiving the highest number of votes cast for each office shall be certified as elected to that office. A report of the results shall be filed with the President of the Association for distribution to the membership.

### **Section 4. Certification and Announcement of Results**

Elections will be held and certified in due time to assure that new members of the Executive Board may attend the planning retreat.

## **ARTICLE IX. FISCAL YEAR AND BUDGET**

### **Section 1. Fiscal Year**

The Fiscal Year of this Association shall be from July 1 to June 30.

**Section 2. Budget Preparation**

Prior to the Annual Conference each year, the Association Treasurer shall compile the annual Association operating budget for the upcoming fiscal year from requests made by the members of the Executive Board. The finalized budget must be adopted by the Executive Board of this Association prior to July 1. No spending is permitted unless an annual budget has been approved.

**Section 3. Distribution**

Copies of the budget can be made available to Association members upon request within 90 days following its adoption by the Executive Board.

**ARTICLE X. ASSETS OF THE ASSOCIATION****Section 1. Assets**

All assets of the Association shall be subject to the control of the Executive Board. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Association shall be authorized and empowered to pay, as approved by its Executive Board, reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II in accordance with these Bylaws.

**Section 2. Committee Expenses**

Committee expenses of the Association may be paid from funds appropriated therefore in the annual budget, and any liability incurred by any committee in excess of the funds appropriated therefore shall not be the liability of the Association, but may be the personal liability of the person or persons responsible for incurring or authorizing such liability.

**Section 3. Dissolution**

Upon the dissolution of the Association, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association in conformity with the purposes of the Association as set forth in these Bylaws or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an organization operating pursuant to Section 501(c)(3) of the Internal Revenue Code, or corresponding section(s) of any future federal tax code.

**ARTICLE XI. AMENDMENTS****Section 1. Purpose**

Amendments to these Bylaws may be adopted as deemed necessary for the proper management of this Association.

**Section 2. Process**

Amendments may be initiated by the Executive Board. Amendments may also be proposed by petition to the Executive Board signed by at least twenty-five (25) current members of the Association. If petitions are not approved by the Executive Board, the reason(s) for its action shall be reported to the membership. Petitions not approved by the Executive Board shall be presented to the membership for approval if ten percent (10%) of the total Association members so request.

**Section 3. Membership Approval**

All proposed amendments shall be submitted to the membership for approval. Two weeks shall be allowed for the return of ballots. A majority of the ballots returned within the specified time limit is required to enact the proposed amendment(s). The results of this balloting shall be announced to the membership shortly thereafter.

**Section 4. Implementation**

Amendments, if passed by a majority of all members voting, shall be added to the Bylaws and shall go into effect in accordance with the time specified in the Amendment(s).