

**CONSOLIDATED
CONSTITUTION
AND BY-LAWS**

of the

**NEW YORK STATE
ASSOCIATION OF
TWO-YEAR COLLEGES, INC.**

Revised April 18, 2013

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CONSOLIDATED CONSTITUTION AND BY-LAWS OF THE NEW YORK STATE ASSOCIATION OF TWO-YEAR COLLEGES, INC.

ARTICLE I - NAME

This not-for-profit educational corporation shall be known as the New York State Association of Two-Year Colleges, Inc. (hereinafter referred to as the "Association").

ARTICLE II - PURPOSES

The purposes of the Association shall be

1. To promote and foster the sound growth and development of two-year colleges.
2. To promote a better understanding and greater knowledge of two-year colleges.
3. To strengthen the cause of two-year colleges by presenting their united opinions and philosophy to appropriate government agencies.
4. To improve articulation between two-year colleges and other educational institutions.
5. To stimulate the professional development of the membership and to constantly strive to advance its status, prestige, and welfare.

ARTICLE III - MEMBERSHIP

Section 1. An Institutional membership shall be open to those educational institutions recognized by the State Education Department of New York and which offer a two-year associate degree.

Section 2. An Institutional Associate membership shall be open to all other types of firms, educational or otherwise, which desire to contribute to the support and advancement of the Association and which wish to further its purposes.

Section 3. An Active Individual membership shall be open to all individuals, except students, associated with institutions eligible for Institutional membership, and all other institutions and organizations of a collegiate or non-collegiate nature, whose sole purpose is concerned with some form of advanced academic or professional education. Additionally, anybody who has retired from such an institution is eligible for Active Individual Membership.

Only members in good standing shall be entitled to vote or be nominated for an elective office. All individual members are eligible to serve on the Board of Directors.

Active Individual membership shall be provided free, for Presidents of institutions holding institutional membership.

Active Individual membership shall be open to all retired staff or faculty members from institutions eligible for Institutional membership or Institutional Associate membership.

Section 4. An Associate Individual membership shall be open to all other individuals who desire to contribute to the support and advancement of the Association and who wish to further its purposes.

Section 5. A Student membership shall be open to all persons enrolled as either part or full-time students in institutions eligible for Institutional membership.

ARTICLE IV - ORGANIZATIONAL AFFILIATES

Section 1. Organizational Affiliate status shall be available to educational organizations whose purposes are directed to the advancement of two-year post-secondary education.

Section 2. Application for Organizational Affiliate status shall be made to the Board of Directors of the Association who shall retain the right of approval.

Section 3. An Organizational Affiliate shall maintain its own By-Laws and constitution of the Association.

Section 4. Organizational Affiliate fees shall be established by the Board of Directors of the Association. Said fees shall be payable to the Association annually.

Section 5. An Organizational Affiliate will establish and collect its own membership dues. Its members shall be encouraged to pay individual membership dues to the Association.

Section 6. Organizational Affiliates shall be provided with meeting times and meeting rooms at the Annual Conference.

ARTICLE V - DUES

Membership dues shall be determined and established by the Board of Directors and shall be commensurate with the needs and obligations of the Association.

ARTICLE VI - OFFICERS

Section 1. The elective officers shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2. The elective officers shall be elected at an annual meeting of the Association for a period of two (2) years or until the next annual meeting after the two (2) year period but in no case shall the term of office terminate later than thirty (30) months after the election to that office. The term of office shall commence with the annual meeting at which they are elected.

Section 3. Vacancies among the elective officers shall be filled by appointment by the Board of Directors for the remainder of the term.

Section 4. The appointed officers shall consist of those officers called for in the Constitution and By-Laws and such other officers as may be determined necessary by the Board of Directors. These officers shall be appointed by the President, subject to the majority concurrence of the Board of Directors.

Section 5. Duties of Elective Officers

A. The President

1. Assumes responsibility for the overall direction and development of the Association.
2. Convenes and presides over the Annual and Special Meetings and Board of Directors meetings of the Association.
3. Presents an Annual Report at the Annual Meeting of the Association.
4. Provides representation of the Association at state legislative hearings on legislative recommendations.
5. Presents all reports to be made before state legislative bodies to the members of the Board of Directors for suggestions and approval prior to presentation.
6. Represents the Association at annual meetings of the American Association of Community Colleges.
7. Maintains relations with the Presidents of member institutions.
8. Maintains relations with associations and organizations for Community and Junior college education.

9. Appoints staff, members of Commissions, members of State Committees and members of special committees, subject to the majority concurrence of the Board of Directors.
10. Presents a plan of action for the Association, incorporating the recommendations of the Planning and Budget Committee, at the first Board of Directors meeting following the Annual Conference.
11. Appoints, on an annual basis, a parliamentarian to provide procedural advice for the conduct of Association business.
12. Performs such other duties as may be necessary to carry out the duties of the office of President.

B. The Vice President

1. Presides, in the absence of the President, over the Annual and special meetings and Board of Directors meetings of the Association.
2. Presides at the banquet at the Annual Conference.
3. Represents the Association at official functions in those instances in which the President is unable to do so.
4. Maintains a close liaison with the President in order to become thoroughly familiar with the duties of the President in the expectation that the Vice President will assume those duties temporarily when the President is unable to do so and as the President's expected successor to office.
5. Coordinates the activities of the Commissions and State Committees with the Board of Directors Liaisons.
6. Compiles Commission and State Committee Reports and is responsible for their presentation at the Board of Directors meetings.
7. Compiles and updates list of Commission and State Committee Members.

8. Assists in the selection of replacements for Commission and State Committee members whose terms expire, who resign or are removed from office.
9. Maintains a reserve list of those wishing to serve on Commissions and State Committees by requesting suggestions from institution Presidents, Deans and from individuals themselves.
10. Performs such other duties as may be necessary to carry out the duties of the office of Vice President.

C. The Secretary

1. Sends out official notices of meetings to Officers, Board of Directors members, Commission Chairs, State Committee Chairs, and Campus Representatives.
2. Takes official minutes at the Board of Directors meetings and the Annual Business Meeting.
3. Prints and distributes to the membership the minutes of the various meetings of the Association.
4. Is available to the Officers to write and send out official correspondence and announcements.
5. Assists the Officers and Board of Directors members in the editing of materials to be incorporated in official publications.
6. Assists in making arrangements for Annual Meeting of the Association.
7. Presides, in the absence of the President and Vice-President, over the Annual and special meetings and Board of Directors meetings of the Association.
8. Represents the Association at official functions in those instances in which the President and Vice-President are unable to do so.

9. Performs such other duties as may be necessary to carry out the duties of the office of Secretary.

D. The Treasurer

1. Pays all bills incurred by the Association or its Officers and Board of Directors members for service rendered.
2. Receives payment of institutional and individual memberships and maintains records of same.
3. Obtains an appropriate bond for those authorized to transact financial affairs of and for the organization.
4. Prepares an annual budget.
5. Has authority to open and close accounts and make financial transfers as necessary.
6. Prepares interim reports of financial status for each Board of Directors meeting.
7. Arranges for, and has conducted, an annual audit of the books and records of the Association.
8. Prepares annual financial statements for submission to the Annual Meeting.
9. Makes recommendations on expenditures.
10. Presides, in the absence of the President, Vice-President and Secretary, over the Annual and special meetings and Board of Directors meetings of the Association.
11. Represents the Association at official functions in those instances in which the President, Vice-President and Secretary are unable to do so.

12. Performs such other duties as may be necessary to carry out the duties of the Office of Treasurer.

Section 6. Duties of Appointed Officers:

A. The Coordinator of Campus Representatives

1. Serves as liaison between the Campus Representatives, the Officers and Board of Directors members.
2. Arranges for the appointment of a representative to serve on the campus of every college in the state eligible for Institutional membership.
3. Coordinates all aspects of the membership drive, providing Campus Representatives with all the information and materials necessary to carry out the membership drive and represent the Association.
4. Provides the Officers and Board of Directors members with monthly reports regarding the status of the membership drive.
5. Assists the President in planning the agenda for the meeting of Campus Representatives to the Officers, Board of Directors members, and Commission Chairs and State Committee Chairs for the purpose of communication within the Association.
6. Publicizes the names of Campus Representatives to the Officers, Board of Directors members, and Commission Chairs for the purpose of communication within the Association.
7. Assists the Treasurer in the preparation of a Membership Directory.

8. Performs such other duties as may be necessary to carry out the duties of the office of Coordinator of Campus Representatives.

B. The Coordinator of Institutions

1. Serves as liaison between the Chief Executive Officers of the colleges and the Board of Directors.
2. Coordinates all aspects of the institutional drive, providing the Chief Executive Officers with all the information and materials necessary to carry on the institutional membership drive.
3. Provides the Officers and Board of Directors members with monthly reports regarding the status the institutional membership drive.
4. Performs such other duties as may be necessary to carry on the duties of the Coordinator of Institutions.

C. The Coordinator of Public Information

1. Attends all meetings of Officers and Board of Directors.
2. Serves as editor of "Info".
3. Prepares timely and informative news releases pertaining to Association activities.
4. Coordinates the production of all Association publications to assure continuity and timeliness in meeting schedules.
5. Seeks to establish and maintain through its publication program the Association's positive influence on matters of professional and administrative significance to New York State two-year colleges and staff .
6. Performs such other duties as may be necessary to carry out the duties of the Coordinator of Public Information.

D. The Coordinator of Conferences

1. Plans Annual Conference times and sites for present and future Conferences.
2. Makes arrangements for Annual Conference in cooperation with and subject to the approval of the Officers and Members of the Board of Directors.
3. Coordinates educational and commercial exhibitors for the Annual Conference.
4. Assigns responsibilities to and coordinates activities of the host colleges.
5. Prepares Conference material for publication.
6. Prepares the Annual Conference Program.
7. Performs such other duties as may be necessary to carry out the duties of the office of Coordinator of Conferences.

E. The Historian

1. Keeps a history of the yearly accomplishments of the Association.
2. Acts as guardian of the documents and other papers of the Association which shall be kept in the Association Archives.
3. Performs such other duties as may be necessary to carry out the duties of the office of Historian.

F. Executive Director

1. Chairs the Planning and Budget Committee.
2. Maintains articulation with post-secondary institution presidents, administration and faculty, and with state educational agencies.

3. Assists the officers of the Association, as needed.
4. Performs such other duties as are established by the Board of Directors.

ARTICLE VII - GENERAL MEMBERSHIP MEETINGS

Section 1. There shall be an Annual meeting of the Association each year at a specific date, time and place determined by the Board of Directors.

Section 2. Special meetings may be called by the President or by a majority vote of the Board of Directors.

Section 3. Notice of the Annual and Special meetings shall be in writing, or through the official publication of the Association, at least thirty (30) days in advance of such meetings.

Section 4. A quorum for transactions of business shall consist of the Individual Active members present at any meeting of which written notice has been duly given.

Section 5. Each Individual Active member present shall be entitled to one vote.

ARTICLE VIII - THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall include the Elective Officers, serving ex-officio, the Past President (who shall serve in an advisory capacity), the Appointed Officers and twenty-one (21) other elected members, seven (7) of whom shall be full-time teaching faculty.

Section 2. Each member of the Board of Directors present shall be entitled to one vote.

Section 3. The twenty (20) elected members shall be elected at the Annual meeting ten (10) in the even years and ten (10) in the odd years) for a term of two (2) years.

Section 4. Each elected member of the Board of Directors will be assigned as a liaison to one of the Commissions. Those unassigned Executive Board members will be assigned specific responsibilities by the President.

Section 5. The Board of Directors shall exercise the power and shall be responsible for the operation of the Association between meetings.

Section 6. Vacancies among the Board of Directors shall be filled by appointment by the President, subject to the majority concurrence of the Board of Directors, and for the remainder of the term.

ARTICLE IX - STANDING COMMITTEES

Section 1. Members of the Standing Committees listed herein, except as otherwise stated, shall be appointed by the President, subject to the majority concurrence of the Board of Directors, and shall serve for a term of one (1) year.

Section 2. The Standing Committees, through research and study, shall recommend to the Board of Directors policies, procedures and administrative responsibilities for the specific areas in which they are concerned.

Section 3. The general purposes of the Standing Committees:

A. The Committee on Nominations and Elections

1. Recommends policy and procedures for conducting elections at the Annual Meetings.
2. Submits a list subject to approval of the Board of Directors of qualified candidates for all of the elective officers.

B. The Committee on Publications

1. Recommends and plans for various types of publications for the benefit of the membership.
2. Proposes ways and means of increasing the circulation and use of such publications as a means of promoting the image and reputation of the Association.

3. Solicits, reviews, and selects articles for publication in Educational Dimensions.

4. Submits articles selected for publication to the editor.

C. The Committee on Programs

1. Recommends and fosters programs and activities of the Association.

2. Recommends activities and services that will inure to the benefit of the membership.

D. The Committee on Membership and Dues

1. Recommends methods of increasing and encouraging membership.

2. Investigates the needs of the Association and recommends a dues structure to cover the cost thereof.

E. The Committee on Resolutions

1. Solicits, reviews and recommends resolutions to be introduced at the Annual meeting of the Association.

2. Drafts and words such resolutions into proper form.

F. The Committee on Awards

1. Investigates and recommends to the Board of Directors those areas and categories for which the Association should give awards.

2. Seeks and recommends to the Board of Directors qualified candidates to be recipients of such awards.

G. Committee on Planning and Budget

1. Develops and maintains a five (5) year rolling plan for the Association which would:
 - a. Establish goals and long term objectives.
 - b. Provide for fiscal planning and budgeting on a long term basis.
 - c. Initiate recommendations for organizational changes.
2. Membership would be composed of the Elected Officers (President, Vice President, Secretary, and Treasurer), the Executive Director and two (2) members appointed by the President subject to the majority concurrence of the Board of Directors.
3. The Executive Director will chair this Committee.

H. Committee on Constitution and By-Laws

1. Solicits, reviews and recommends changes in the Consolidated Constitution and By-Laws to be introduced at the Annual Meeting of the Association.
2. Recommended changes shall be submitted in accordance with the Article specifying the procedures for amending the Constitution and By-Laws.

ARTICLE X - COMMISSIONS

Section 1. All Commission members shall hold active individual membership in the Association.

Section 2. Subject to the needs of the Association, as determined by the Board of Directors, members of the Commissions listed herein shall be appointed by the President upon the recommendation of the Vice President, subject to the majority concurrence of the Board of Directors, and shall serve for a term of three (3) years. Each Commission shall have a maximum of nine (9) members whose terms shall be staggered to provide continuity. Each Commission shall elect a chair to serve for a renewable term of one (1) year.

Section 3. The Commissions, through research and study, shall recommend to the Board of Directors policies, procedures and administrative responsibilities for the specific areas in which they are concerned.

Section 4. The general purposes of the Commissions:

A. The Commission on Administration

1. Incorporates the varied matters related to the organizational structures, governance, and operational management of two-year colleges.
2. Studies areas such as financing, staffing, affirmative action/handicap, salary negotiations, program planning, budgeting, institutional policy making, community relations, maintenance and operation of plant and facilities, and campus security.

B. The Commission on Articulation

1. Concerns itself with the problems and issues related to articulation among educational institutions and between two-year colleges and the world of work.
2. Promotes effective relationships with high schools and with upper-division college programs as well as with relationships between two-year colleges, employing agencies, and professional association and craft unions.
3. Concerns itself with program accreditation.

C. The Commission on Continuing Education

1. Concerns itself with the promotion of activities and legislation which will benefit the lifelong learning student.
2. Promotes among the colleges, study of academic policies to assure that they are appropriate to the lifelong learning student.
3. Acts as an advocate for lifelong learning students in higher education in areas of enrollment, budgeting, financial aid, administrative patterns of organization, student services and governance, academic programs and policies, instruction and evaluation, community services, and inter-institutional relationships.
4. Keeps NATYC members informed of developments in the areas outlined above.

D. The Commission on Faculty Personnel

1. Concerns itself with all matters directly affecting faculty members and with the problems of attracting and retaining competent people in the field of two-year college teaching.
2. Studies issues related to the general welfare and effectiveness of two-year college faculty in areas such as faculty governance, teaching loads, fringe benefits, faculty rights and responsibilities, and promotion and tenure.

E. The Commission on Instruction

1. Concerns itself with the instructional process and evaluates new instructional methods and comments on these techniques and equipment in light of their applicability to two-year colleges.
2. Encourages instructional innovation and considers means of sharing new ideas and techniques.

3. Directs its attention to curriculum matters and any topic that is directly related to the improvement of instruction.

F. The Commission on Legislation

1. Provides leadership on all matters of legislative interest to the Association and considers all problems of two-year colleges which might be alleviated by appropriate action.

G. The Commission on Research and Development

1. Concerns itself with the areas of long-range planning and management, institutional research, management information systems and college self-study evaluation and accreditation appropriate to two-year colleges.
2. Makes itself aware of research activities at member institutions and promotes the sharing of these efforts.
3. Functions as a clearing house and identifies areas needing research.
4. Keeps members informed of research progress.

H. The Commission on Student Affairs

1. Concerns itself with matters related to student government, student dissent, the rights, freedoms, and responsibilities of students, programs and problems related to resident housing, student financial aid, job placement, and student counseling with particular emphasis on problems peculiar to two-year colleges.
2. Acts as a clearing house, helping to keep member institutions informed of student personnel practices and sharing experiences.

ARTICLE XI - STATE COMMITTEES

Section 1. All State Committee members shall hold active individual membership in the Association.

Section 2. Members of the State Committees listed herein shall be appointed by the President of the Association upon the recommendation of the Presidents of member institutions. Up to five (5) additional "at-large" members may be appointed to those Committees by the President of the Association. The term of the Committee members shall be for two (2) years. Each Committee shall elect a chair to serve for a renewable term of one year.

Section 3. There shall be thirteen (13) State Committees whose member institutions shall be determined by state boundaries.

Section 4. The State Committees

A. Shall undertake any or all activities necessary for the good and welfare of the Association as assigned by the Officers and Executive Board of the Association.

Section 5. The State Committee Chairs shall

A. Assist the Coordinator of Campus Representatives with membership drives within the state, utilizing the services of the existing campus representatives and recruiting new campus representatives, if necessary.

B. Submit names of candidates to the Nomination Committee of the Association for its consideration in preparing the slate of elective officers.

C. Shall present reports, recommendations, and resolutions to the Board of Directors before any action is taken.

D. Submit written reports of state activities to the Coordinator of Public Information for inclusion in INFO and other publications.

ARTICLE XII - AD HOC OR SPECIAL COMMITTEES

Section 1. The President, subject to the majority concurrence of the Board of Directors, shall have the authority to appoint Ad Hoc or Special Committees which shall serve a term not to exceed the term of office of the President.

Section 2. Ad Hoc or Special Committees shall be appointed for specific purposes, determined by the Board of Directors, and shall not infringe upon the duties of Standing Committees and Commissions.

ARTICLE XIII - FINANCIAL POLICIES

Section 1. The fiscal year of the Association shall be from September 1st to August 31st.

Section 2. The funds of the Association shall be deposited in authorized financial institutions approved by the Board of Directors.

Section 3. All expenditures shall be drawn on checks printed in the name of the association and signed by the Treasurer or the President.

Section 4. The books and records of the Association shall be audited annually by a certified public accountant selected by the Board of Directors.

ARTICLE XIV - ELECTIONS

Elections of the Elective Officers and Executive Board of the Association shall be conducted according to the Constitution and By-Laws at the Annual meeting.

ARTICLE XV - REMOVAL OF OFFICERS, COMMITTEE MEMBERS, AND COMMISSION MEMBERS

Officers, Committee Members, and Commission Members may be removed from office and relieved of their duties by the majority concurrence of the Board of Directors for malfeasance, misfeasance, and nonfeasance of office. Any proceeding to remove such person shall be conducted in a manner that will conform to the rules of due process.

ARTICLE XVI - PARLIAMENTARY AUTHORITY

The latest Roberts Rules of Order shall be the manual of procedures for conducting meetings of the Association, unless otherwise provided for in this Consolidated Constitution and By-Laws.

ARTICLE XVII - AMENDING THE BY-LAWS

Section 1. The Constitution and By-Laws of the Association may be amended at any Annual Meeting by an affirmative vote of two-thirds of those members present and voting; provided, however, that the substance of the proposed amendment shall have been submitted in writing to the Board of Directors at least thirty (30) days prior to the first day of the Annual Meeting and provided furthermore duly sent to the members of the Association at least fifteen (15) days prior to the first day of the Annual Meeting.

Section 2. All Constitution and By-Laws changes become effective immediately.