

**Constitution and By-Laws
of the
Suffolk Community College Association, Inc.**

ARTICLE I
Name and Incorporation

- Section 1. The name of this corporation shall be the Suffolk Community College Association, Inc., (hereinafter called the Association).
- Section 2. It is incorporated under the Membership Corporation Law (now known as the Not-For-Profit Corporation Law) of the State of New York.
- Section 3. The Principal office of the Association shall be at 533 College Road, Selden, Long IS9 5r5(1)-2(de)4i, oIf.t 5(t)- T(S)-43(f5S9 5r5(1)-2(de)4i,)oIf-2(e)4(c)4(381.15 Selden, Long

- Section 4. The Board of Directors shall have the power and authority to manage, control, and direct the business affairs and activities of the Corporation; to appoint committees; to employ necessary personnel; to authorize proper expenditures; and to take such other measures as may be necessary or proper to carry out the provisions of the Charter of the Corporation and the Laws of the State of New York.
- Section 5. A quorum of the Board of Directors for any meeting will consist of a majority of the Board of Directors.
- Section 6. Liability as provided in Section 46 of the Membership Corporation Law; and, in the absence of fraud or bad faith, the Directors and former directors shall not be personally liable for the debts, obligations or liabilities of the Association and shall be indemnified to the extent permitted by law.
- Section 7. No Director shall receive any compensation from the Association for services performed in this official capacity, but Directors shall be reimbursed for reasonable expenses incurred in the performance of official duties.
- Section 8. 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 Board of Directors and shall be used solely to pay the proper expenses of the Association. All books, records and accounts of the Association shall be audited yearly by a certified public accountant and a report of such audit submitted to the Board of Directors of the Association and the Board of Trustees of Suffolk County Community College.

ARTICLE IV Officers

- Section 1. The officers of the Board of Directors shall be a President, a Vice President, a Secretary, and such other officers as shall from time to time be provided by the By-Laws.
- Section 2. The Board of Directors shall elect one of its members of the Board as president. The President shall preside at all meetings of the Board of Directors. The President shall be elected for a term of one year, but shall continue in office until his successor shall be duly elected. He 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 reasonably incidental to his office.
- Section 3. The Board of Directors shall elect one of the members of the Board as Vice President of the Association. The Vice President shall be elected for a term of one year, but shall continue in office until his successor shall be

duly elected. He shall perform the duties of the office of the President in case of absence or inability of the President to act and such other duties as

Section 1.

ARTICLE VII
Parliamentary Procedure

Section 1. The rules of parliamentary procedure as laid down in Roberts' Rules of Order shall govern all meetings of the Board of Directors.

ARTICLE VIII
Annual Meeting

Section 1. The Annual Meeting of the Board of Directors shall be held in December of each year at such time and place as designated by the Board of Directors.

ARTICLE IX
Amendment of By-Laws

Section 1. The By-Laws of the corporation may be amended by a majority vote of the Board of Directors at any meeting, provided a quorum is present.

November, 1985

Amended April 10, 2003
SCC Board of Directors