

BYLAWS

THE NEW YORK STATE ORGANIZATION OF BURSARS AND BUSINESS ADMINISTRATORS, INC.

ARTICLE I **NAME AND PURPOSES**

SECTION 1 - Name: *The name of this corporation shall be the New York State Organization of Bursars and Business Administrators, Inc. (NYSOBBA).*

SECTION 2 - Purposes: *The purposes of the corporation shall be:*

- (a) *To provide training and instruction for bursars and business administrators (or other comparable personnel) of institutions of higher education throughout New York State, both public and private, to improve principles and practices in the administration of student-related economic and financial practices, to the end that those institutions may accomplish their educational and fiscal objectives more efficiently.*
- (b) *To provide for interchange of ideas and information in order to assist members in formulating and implementing more effective approaches in matters pertaining to educational business administration.*
- (c) *To develop ideals and standards and to educate and instruct its members concerning them in order that they may represent the business operation in their educational institutions as a profession.*
- (d) *To promote such systematic studies, cooperative experiments, conferences and other related educational activities desired or required to fulfill the purposes of this corporation.*
- (e) *To provide educational information and training in matters relating to student-related business administration to any institution of higher education in New York State having a member of the corporation.*

- (f) *The corporation shall be organized and operated exclusively for charitable and educational purposes, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its not-for-profit purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.*

SECTION 3 - Primary Territory: *The territory in which the corporation's activities are primarily to be conducted is the State of New York.*

ARTICLE II **MEMBERSHIP AND MEETINGS**

SECTION 1 - Classifications of Membership: *There shall be two classifications of membership in the corporation, institutional voting membership and associate non-voting membership.*

- (a) *Institutional voting membership shall be limited to individuals who are responsible for duties in the direct administration of student-related business functions at institutions of post-secondary education; for example, bursars, business administrators, controllers, business managers, accountants and individuals with similar responsibilities.*
- (b) *Non-voting memberships shall be available to individuals interested, but not directly involved in, student related business functions; for example, vendors and federal and state agencies.*
 - 1. *Complimentary, non-voting membership shall be granted to certain officials and/or agencies. The Board of Directors will determine who shall be so classified. The purpose of this classification shall be to provide information in the form of organizational mailings and publications.*

2. Retired membership, a non-voting classification, shall be granted to active members who retire. All organizational mailings will continue to be sent until the retired member requests that such mailings be discontinued, or at the direction of the Board.

SECTION 11 - Voting by Proxy: Every institutional member entitled to vote at any meeting may vote by proxy (I give up my right to vote and give it to you to vote for me). A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after 11 months.

ARTICLE III **DIRECTORS**

SECTION 2 - Application for Membership: Application for membership in the corporation shall be made to the Secretary for processing as instructed by the Board of Directors. A vote of a majority of the Board must approve the application.

SECTION 1 - Duties and Number of Directors: The property, affairs, and management of the corporation shall be vested in and controlled by a Board of Directors. The Board of Directors shall consist of the officers of the corporation, the immediate Past President and the institutional members, one from each of the designated regions that is represented by five or more institutions having an institutional member of the corporation. If any region is not represented by five or more institutions having an institutional member of the corporation, the director may be from any region including that region.

SECTION 3 - Dues: The dues structure shall be determined by the Board of Directors so that all members of any category shall be treated equally. Bills for annual membership dues shall be sent to each member before the beginning of the fiscal year and due upon receipt.

SECTION 4 - Resignation: Any member may withdraw from the corporation by presenting a written statement of resignation to the Secretary.

SECTION 2 - Election of Directors: The institutional member Directors shall be elected in Regional elections conducted within each region. The incumbent Regional Director shall appoint an election chairperson to conduct a regional election, the results of which shall be reported to the President not later than two weeks prior to the general membership meeting.

SECTION 5 - Expulsion From Membership: Any member whose dues are unpaid may be expelled from membership pursuant to uniform guidelines established by the Board of Directors.

SECTION 6 - Meetings of Members: Meetings of the membership shall be held once a year at such a place and time as determined by the Board of Directors. Other meetings or changes to meetings shall be called by the President or by the Secretary at the request in writing of a majority of the members, or of a majority of the Board of Directors.

SECTION 3 - Term of Office: Each Director shall hold office for two years from the time of election until a successor is elected. Regions will be elected each year, as follows: Western, New York City, Genesee Valley, and Long Island in one year; Central Northern and Mid-Hudson in the alternate year.

SECTION 7 - Notice of Meetings: Notice of any meeting of members shall be mailed to all members entitled to vote not less than two to three weeks before the meeting.

SECTION 4 - Representation: Each of the Directors who represents a region or the appointed or elected delegate, shall organize regional communications, coordinate regional professional development activities, and as requested, designate representatives to standing committees. When attending a Board meeting, an appointed or elected delegate shall have all the delegate's voting power of the absent Director.

SECTION 8 - Waiver: A meeting of the members may be held at any time if notice and lapse of time are waived in writing by every active member.

SECTION 9 - Voting: Each institutional member shall be entitled to one vote, provided that dues are paid in full.

SECTION 5 - Policy: The Board shall operate within a statement of policy which shall be ratified by the membership annually.

SECTION 10 - Quorum: Twenty percent of the active membership entitled to vote (or 100 such institutional members whichever is less) shall constitute a quorum.

SECTION 6 - Removal and Vacancies:

- (a) Each Director shall be subject to removal before the expiration of his term by a vote of the majority of the members. When a Director ceases to be an institutional member as defined in these by-laws, tenure in office will expire automatically.
- (b) Vacancies on the Board occurring between annual meetings, for any reason whatsoever, shall be filled from within the Region affected, if possible, for the unexpired term by a vote of the remaining Directors upon nomination by the President. Election in this manner shall not prejudice the election of the incumbent to a regular term of office.

SECTION 7 - Meetings: Meetings of the Board of Directors shall be held immediately following the annual membership meeting, and at any other time and place specified by the President. The President or Secretary shall call a meeting whenever requested to do so in writing by three members of the Board of Directors. The President shall preside at all meetings of the Board.

SECTION 8 - Notice of Meetings: Notice of each meeting of the Board of Directors shall be given by the President, or by the Secretary, to each member of the Board not less than three days before the meeting. Any Director may waive notice of any meeting of the Board of Directors.

SECTION 9 - Voting: Any action to be taken by the Board of Directors shall, except as otherwise provided, be authorized by a majority of votes cast at a meeting of the Board.

SECTION 10 - Quorum: At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum. A majority of those present at a valid meeting may decide any question that comes before the meeting.

SECTION 11 - Action by Written Consent: Whenever, pursuant to the Certificate of Incorporation for these by-laws, the Directors are required or permitted to take any action by vote, the action may be taken without a meeting on written consent, setting forth the action taken, signed by all the Directors.

ARTICLE IV
OFFICERS

SECTION 1 - Officers: The officers of this corporation shall consist of a President, Vice President, Secretary, and Treasurer. There may be such other officers as the needs of the corporation may require from time to time.

SECTION 2 - Election: The officers shall be institutional members of the corporation but may not concurrently be a Director from a specified region. They shall be elected every two years by a majority of the institutional members present and voting at the meeting of the membership.

SECTION 3 - Nomination of Officers: The Immediate Past President (or the President's designee if the Immediate Past President shall be unavailable) shall assume the duties as Chairperson of the Nominations and Elections Committee. This Committee shall include representatives from each of the regions.

SECTION 4 - Term of Office: All officers shall be elected for a term of two years or until a successor is duly qualified, and, with the exception of the President and Vice President, may succeed themselves. The term of office of each officer shall begin immediately upon election. An officer's tenure in office expires upon the election of a successor or, when the officer ceases to be an active member of the corporation.

SECTION 5 - Vacancies:

- (a) Should the President be unable to take office or complete the term of office, the Vice President shall assume the Presidency. A vacancy occurring in the Vice Presidency shall be filled for the unexpired term by a member of the Board of Directors, elected by the Board.
- (b) A vacancy occurring in any office, other than that of President or Vice President, shall be filled for the unexpired term by a vote of the Board of Directors upon nomination by the President. Election in this manner shall not prejudice the election of the incumbent to a regular term of office.

SECTION 6 - President: *The President shall preside at all meetings of the Board of Directors and of the membership and perform such other duties as pertain to the office of President and are assigned by the Board of Directors. The President shall be a member, ex-officio, of all committees, and shall submit an annual report to the membership.*

SECTION 7 - Vice President: *The Vice President shall assist the President. In the absence or disability of the President, the Vice President shall have all the powers and shall perform all the duties of the President. The Vice President shall also serve as chairperson of the Membership Committee and shall perform such other duties as are appropriate to the office.*

SECTION 8 - Secretary: *The Secretary shall be responsible for the written records and minutes of the corporation, and shall perform such other duties as are appropriate to the office. The Secretary shall submit reports to the membership as required by the Board. The Secretary shall notify the membership at least thirty days in advance of any proposed amendments by mail. The Secretary shall perform such other duties appropriate to the office and as the Board of Directors may prescribe.*

SECTION 9 - Treasurer: *The Treasurer shall be responsible for receiving and disbursing all monies of the corporation under policies approved by the Board of Directors, and shall keep adequate and appropriate records of such receipts and disbursements. The Treasurer shall whenever required, turn over to the Board all monies, accounts, record books, papers, vouchers and other records pertaining to the office, and shall turn the same over to their successor when elected. The Treasurer shall submit an annual written report to the membership, as required by the Board. The Treasurer is also responsible for the submission to the Board for its approval an external audit statement, on an annual basis. The Treasurer shall have the additional function of monitoring the corporation's conformance with federal and state guidelines relative to tax exempt status.*

SECTION 10 - Other Officers: *Other officers shall perform such duties and have such powers as may be assigned to them by the Board of Directors.*

ARTICLE V **COMMITTEES AND APPOINTMENTS**

The President shall make all appointments including committee appointments, with the exception of an Executive Committee, as are deemed necessary to carry out the functions of the corporation. All such appointments shall be subject to approval by the Board of Directors.

The Board may elect from among its members an Executive Committee. The Executive Committee shall consist of not less than three members.

ARTICLE VI **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each and every Director and officer of this corporation, including a person who has been a Director or officer and whose term of office has expired, shall be indemnified by the corporation against any and all expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they are made a party by reason of their being or having been a Director or officer of the corporation except in relation to matters as to which they are adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of their duties as such Director or officer and such right of indemnification shall not be deemed exclusive of any other rights to which they may be entitled under any by-laws, agreement, vote of members and permitted by law.

ARTICLE VII **SEAL**

The corporate seal shall have inscribed thereon the name of the corporation, in words, and Incorporated 1980 indicating the year of its incorporation. The seal shall be circular in shape. One or more duplicate dies for impressing such a seal may be kept and used.

ARTICLE VIII
AMENDMENT OF BY-LAWS

These By-Laws may be amended, altered or repealed, in whole or in part, by the affirmative vote of a majority of the active members voting at a meeting of the membership provided that each amendment shall have been proposed in writing to the Secretary, (a) by a committee authorized by the corporation, or (b) by a petition of any five members of the corporation, and provided further, that a copy of the amendment shall have been mailed to each member by the Secretary at least thirty days before the vote is called by the Board.

BYLAW APPROVAL/AMENDMENTS:

Original Approval by membership - February 1979

Amended: June 1984

Amended: May 1988

Amended: June 1992

Amended: June 1993

Amended: June 1996

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