

**BYLAWS OF STUDENT ASSOCIATION OF BINGHAMTON UNIVERSITY,
INC.**

ARTICLE ONE. OFFICES

Principal Office.

Section 1. Principal Office. The principal office of this corporation in the State of New York shall be located at the Student Union at the State University of New York at Binghamton in Binghamton, Broome County, New York.

ARTICLE TWO. MEMBERSHIP

Membership.

Section 2.1. Every undergraduate student at the State University of New York at Binghamton shall be a member of the corporation. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

Property Rights.

Section 2.2. Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of such property or assets be distributed to any member on its dissolution or winding up.

Liability of Members.

Section 2.3. Liability of Members. No member of this corporation shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to

any assessment.

ARTICLE THREE. MEETINGS OF MEMBERS

Section 3.1. Annual Meeting. There shall be no annual meeting of members but there shall be an annual election of officers and directors of the corporation.

Special Meetings.

Section 3.2. Special Meetings. Special meetings of members may be called by the President or the Board of Directors.

Place of Meeting.

Section 3.3. Place of Meeting. In the event of a special meeting, the Board of Directors may designate a place, on the campus of the State University of New York at Binghamton in Binghamton, Broome County, New York or at a location in the Binghamton area designated by the President .

Notice of Meetings.

Section 3.4. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, electronically or by campus mail, to each member entitled to vote at such meeting, not less than 3 nor more than 14 days before the date of such meeting, by or at the direction of the President, Secretary, or such officers or persons as are calling the meeting. In the case of special meetings or when required by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

ARTICLE FOUR. DIRECTORS

Number.

Section 4.1. Number. The authorized number of directors of this corporation shall be nine.

Qualifications of Directors.

Section 4.2. Qualifications of Directors. Directors must be members of the corporation and must be undergraduate students at the State University of New York at Binghamton. The directors of the corporation shall be the same individuals who hold the following offices: President of the SA, Executive Vice President of the SA, Financial Vice President of the SA, Vice President of Academic Affairs of the SA, the Speaker of Congress, Judicial Board Chair, the Chair of Student Life and Academics, the Chair of Internal Affairs and the Financial Committee Treasurer.

Term of Office.

Section 4.3. Term of Office. The directors named in the certificate of incorporation as the first Board of Directors shall hold office for one year, when an election of directors shall be held. Thereafter, the term of office of each director shall be one year, until the annual election of representatives of the Student Association, such representatives to serve as successor directors in office.

Section 4.4. Powers.

(a) Except as otherwise provided in the certificate of incorporation or SA Constitution, the powers of this corporation shall be exercised and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to such corporate officers and agents as the Board may choose.

(b) Management. As described in the SA Constitution and Management Policies, the Board of Directors may delegate, in whole or in part, certain functions of the management and financial management of the corporation.

Section 4.5. Replacement of Directors.

(a) Whenever a vacancy exists on the Board of Directors, whether by death, resignation, or otherwise, the vacancy shall be filled by election according to the terms of the Student Association Constitution. Any person appointed or elected to fill the vacancy of a director shall have the same qualifications as were required of the director whose office was vacated.

(b) Any director may be removed, by the terms of removal set forth in the Student Association Constitution.

(c) Any person appointed to fill a vacancy in the Board of Directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated above.

Compensation.

Section 4.6. Compensation. No member of the Board of Directors shall receive any compensation from the corporation for his or her services as a member of the board of directors.

Section 4.7. Meetings.

(a) Meetings shall be held: (i) at such place or places as the Board of Directors may, from time to time, by resolution, designate; or (ii) in the absence of such designation, at the principal office of the corporation.

(b) Regular meetings of the board of directors shall be held at least quarterly as required by the Student Association Constitution and notice of such meetings shall be made as required by the Student Association Constitution.

(c) The President of the board may, as the President deems necessary, and the secretary shall, if so requested in writing by members of the Board of Directors, call a special meeting of the Board. In such event, 3-days written or emailed notice to each director shall be deemed sufficient.

(d) A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the Board. However, if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(e) Except as may otherwise be provided in these bylaws, in the certificate of incorporation of this corporation, or by law, the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

(f) All meetings of the Board of Directors shall be governed by *Robert's Rules of Order*, including such revisions of those rules as may, from time to time, be published and, except as those rules are inconsistent with these bylaws, with the certificate of incorporation of this corporation or with applicable law.

Action Without Meeting.

Section 4.8. Action Without Meeting. No meeting need be held by the Board to take any action required or permitted to be taken by law, provided all members of the Board shall, individually or collectively, consent in writing to such action and such written consent or consents is filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the bylaws authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

Liability of Directors.

Section 4.9. Liability of Directors. The directors of this corporation shall not be personally liable for its debts, liabilities, or other obligations.

ARTICLE FIVE OFFICERS

Designation of Officers.

Section 5.1. Designation of Officers. The officers of the corporation shall be a President, who shall be the elected President of the SA, a Vice President, who shall be the elected Executive Vice President of the SA, a Secretary, who is the Vice President of Academic Affairs of the SA, a Treasurer, who is the Financial Vice President of the SA. The offices of President and Secretary cannot be held by the same person.

Election and Term of Office.

Section 5.2. Election and Term of Office. The officers of this corporation shall be elected annually by the members of the corporation at the regular election held by the members. New offices may be created and filled at any election if on the ballot in accordance with Student Association Constitution rules. Each officer shall hold office until his or her successor shall have been duly elected and shall have been qualified.

Removal.

Section 5.3. Removal. Any officer elected may be removed pursuant to the rules set forth in the SA Constitution and Management Policies

Vacancies.

Section 5.4. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled in accordance with the SA Constitution and Management Policies for the unexpired portion of the term.

President.

Section 5.5. President. The President shall be the chief executive officer of the corporation and shall exercise general supervision and control over all activities of the corporation. The President:

(a) Shall preside at all meetings and carry out all functions of the office as referenced in the Student Association Constitution.

(b) May sign, with the Secretary or other officer duly authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments, the execution of which has been authorized by the Board of Directors or the Student Association Constitution; and

(c) Shall perform all other duties generally incident to the office of President, authorized by the SA Constitution and such other duties as may be prescribed by the Board of Directors.

Vice President.

Section 5.6. Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the vice president shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. Any vice president shall perform such additional duties as may, from time to time, be assigned to him by the President or by the Board of Directors.

Treasurer.

Section 5.7. Treasurer. If so required by the Board of Directors, the Treasurer shall:

(a) Give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors may deem appropriate;

(b) Have charge and custody of, and be responsible for, all funds and securities of the corporation;

(c) Receive and give receipts for moneys due and payable to the corporation from any source and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and

(d) Perform all duties generally incidental to the office of Treasurer and such other duties

as may, from time to time, be assigned to the Treasurer by the President or by the Board of Directors.

Secretary.

Section 5.8. Secretary.The Secretary shall:

- (a) Keep the minutes of meetings of members and of the Board of Directors in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with these bylaws or as required by law or the SA Constitution;
- (c) Be custodian of the corporate records and of the seal of the corporation;
- (d) Keep a membership list containing the names of all members and directors of the corporation and, with respect to any membership that has been terminated, record that fact together with the date of termination;
- (e) Exhibit to any director of the corporation, to a director's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these bylaws, the certificate of incorporation, the membership book, the minutes of any meeting, and the other records of the corporation.

ARTICLE EIGHT. COMMITTEES

Section 8.1. As set forth in the SA Constitution, certain committees of the corporation shall be formed, which committees, to the extent provided by said constitution, shall have such authority as delegated in the SA Constitution.

Other Committees.

Section 8.2. Other Committees. Committees not having and exercising the managerial authority of the Board of Directors and the Officers may be established by resolution duly adopted in accordance with the SA Constitution.

Terms of Office.

Section 8.3. Terms of Office. Each member of a committee shall continue as such until the annual election of SA officers until his or her successor is appointed, unless such committee shall be sooner abolished or unless such member be removed or cease to qualify as a member of the committee.

Chairperson.

Section 8.4. Chairperson. One member of each committee may be appointed chairperson by the person or persons authorized to appoint the members of the committee.

Vacancies.

Section 8.5. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member so elected shall be elected for the unexpired term of his predecessor.

Quorum.

Section 8.6. Quorum. Unless otherwise provided in a committee's establishing resolution, a majority of the whole committee shall constitute a quorum, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.

Rules.

Section 8.7. Rules. Each committee may adopt such rules and regulations for its meetings and the conduct of its activities as it may deem appropriate, provided, however, that such rules and regulations shall be consistent with these bylaws and the SA Constitution and provided further that regular minutes of all proceedings shall be kept.

ARTICLE NINE. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts.

Section 9.1. Contracts. The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent, or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Gifts and Contributions.

Section 9.2. Gifts and Contributions. The Board of Directors or the Officers may:

- (a) Accept on behalf of the corporation any contribution, gift, bequest, or devise of any type of property (“donations”) for the general and special charitable purposes of the corporation, on such terms as the Board or committee shall approve;
- (b) Hold such funds or property in the name of the corporation or of such nominee or nominees as the Board or committee may appoint;
- (c) Collect and receive the income from such funds or property;
- (d) Devote the principal or income from such donations to such benevolent and charitable purposes as the Board or committee may determine;
- (e) Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and after

approval of such agreement by the Board or committee devote the principal or income from that donation according to the agreement.

Deposits.

Section 9.3. Deposits. All funds of the corporation shall be deposited, from time to time, to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Checks, Drafts, Orders for Payment.

Section 9.4. Checks, Drafts, Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers or agent or agents of the corporation and in such manner as the Board of Directors shall, from time to time, by resolution, determine.

ARTICLE TEN. MISCELLANEOUS

Books and Records.

Section 10.1. Books and Records. The corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, Board of Directors, and committees and shall keep at the registered or principal office a membership list giving the names of members entitled to vote. All books and records of the corporation may be inspected by any director, member, or the agent or attorney of either, at any reasonable time.

Fiscal Year.

Section 10.2. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Corporate Seal.

Section 10.3. Corporate Seal. The Board of Directors shall provide a corporate seal.

Waiver of Notice.

Section 10.4. Waiver of Notice. Whenever any notice is required to be given under the provisions of the N.Y. Not-for-Profit Corp. Law or under the provisions of the certificate of incorporation or the bylaws of this corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE ELEVEN. AMENDMENTS

Power of Members to Amend Bylaws.

Section 11.1. Power of Members to Amend Bylaws. The bylaws of this corporation may be amended, repealed, or added to or new bylaws may be adopted according to the SA Constitution or by a vote of a majority of the directors.

Power of Directors to Amend Bylaws.

Section 11.2. Power of Directors to Amend Bylaws. Subject to the limitations of the certificate of incorporation, these bylaws, and the N.Y. Not-for-Profit Corp. Law, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be amended, repealed, or added to, or new bylaws may be adopted, by a resolution of the Board of Directors.