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## **SUNY Maritime College Parents Association Corp.**

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### **MISSION**

To represent student parents in matters of general concern to Association members in communication and cooperation with the College.

To maintain a close liaison relationship with the Administration of the College and to lend support to their efforts in maintaining the high standards and excellence of Maritime College.

To communicate information about the College to the members of the Association.

To contribute to funds or provide the means necessary for equipment, transportation, or otherwise for the use of the students in any activity endorsed by the College.



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## SUNY Maritime College Parents Association Corp.

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### CONSTITUTION

#### **ARTICLE I - Name**

The name of this organization shall be SUNY Maritime College Parents Association Corp ("Association"). The Association is a not-for-profit organization, as designated by NYS.

#### **ARTICLE II - Purposes (Mission)**

To represent student parents in matters of general concern to Association members in communication and cooperation with the College.

To maintain a close liaison relationship with the Administration of the College and to lend support to their efforts in maintaining the high standards and excellence of Maritime College.

To communicate information about the College to the members of the Association.

To raise and contribute to funds or provide the means necessary for equipment, transportation, or otherwise for the use of the students in any activity endorsed by the College.

#### **ARTICLE III - Membership**

General Members ("Members") shall consist of parents, guardians, or sponsors of current students of the College who are current in dues. Dues shall be an amount set by the Executive Board during each college year (September to May). Each membership shall be entitled to one vote. The By-Laws may provide for other classes of membership.

#### **ARTICLE IV - Officers**

The Officers ("Executive Board") of the Association shall be a President, a Vice-President, Recording Secretary, Corresponding Secretary, and Treasurer. All Officers must be members of the Association.

#### **ARTICLE V - Board of Directors**

The Board of Directors ("Board") shall consist of the Executive Board, various committee chairs other members recommended by Executive Board, and approved by the members of the Board.. The Board shall consist of not less than 10 or more than 25 members of the Association. The Board shall be augmented by appointment of new members, recommended by Executive Board members, with the approval of the Board. All members of the Board must be members of the Association.

The Board shall regularly meet once each month during the college year on the College campus, prior to general membership meetings.

#### **ARTICLE VI - General Meetings**

The General Membership Meetings of the Association shall be held monthly during the college year (September - April), except when otherwise specified by the Executive Board.

**ARTICLE VII - Special Meetings**

Special Meetings of the Association shall be held at such times as directed by the President or a majority of the Executive Board.

**ARTICLE VIII - Amendments**

Proposed amendments to the Constitution and By-Laws shall be submitted in writing by any active member at any General Meeting of the Association for the consideration of the Board. The proposed amendment or by-law, and the recommendations of the Board shall be read to the membership at the next General Meeting or a Special Meeting called for that purpose. The said proposed amendment or by-law shall be discussed and a vote taken. Amendments if approved by a majority vote of the active members present at the said meeting shall become part of the Constitution or By-Laws.

**ARTICLE IX - Vacancies**

Any vacancy in any office or on the Board shall be filled by appointment of the President with the approval of a majority of the Board.

**ARTICLE X - Quorum**

Twenty active members of the Association attending any General or Special Meeting shall constitute a quorum. Two thirds of the active Members of the Board attending a Board Meeting shall constitute a quorum.



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## SUNY Maritime College Parents Association Corp.

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### BY-LAWS

#### SECTION 1 - Membership

There shall be two classes of membership to wit; Honorary and Active. Honorary Members shall be Past Presidents (“Trustees”). Such members shall have voice but no vote at any meeting of the Association, nor can they hold office. Active Members shall be only those persons eligible for membership whose dues have been paid. Active members and are entitled to vote.

#### SECTION 2 - Elections

The Officers of the Association shall be elected for terms of 2 years by a majority ballot vote at the General Membership Meeting in April. If for any reason elections are not held as set forth herein, all officers theretofore elected shall hold such offices until such election shall be held and their successors assume their duties.

**Nominating Committee:** A Nominating Committee consisting of three members shall be chosen at the February meeting of the Board. The Chairman shall be appointed by the President and two shall be elected by the Board. At the April General Membership Meeting of the Association, the Nominating Committee shall submit the names of the persons they nominate.

**Slate:** The Nominating Committee shall submit the names of the nominees at the March meeting of the Board which will be considered the Slate.

**Tellers:** The President shall appoint three active members to act as Tellers at the election to be held at the General Membership Meeting in April.

**Nominations from the Floor:** At the April General Membership Meeting of the Association, the Nominating Committee shall submit the names of the persons nominated by the Committee. Upon a motion, duly seconded and approved by a majority of the active members present at said meeting, nominations from the floor may be added. The names of those persons nominated from the floor may be written in for the designated elective office. Whereupon the names nominated for each elective office will be announced and a vote, by ballot, will take place.

**Counting of the votes:** If a vote is necessary, the Tellers shall distribute ballots, collect ballots, and announce the count and persons receiving a majority of votes for each elective office shall be deemed elected. The Tellers shall announce the count and persons receiving a majority of votes for each elective office shall be deemed elected.

#### SECTION 3 - Duties of Officers

##### President

The President shall preside at all meetings of the Association, the Executive Board, and Board; shall keep a file of all official papers and records; appoint members of all committees; cast the deciding vote in case of a tie; keep and enforce the Constitution and By-Laws and all rules and regulations of the Association; shall be the defacto head of all committee functions, meetings and other activities of the Association or in which the Association is a participant. The President is

empowered, together with the Treasurer, to spend up to \$500.00 for incidentals without prior authorization by the Board, and shall be authorized to sign checks in the absence of the Treasurer. The President must be an active, voting member of the Parents Association.

#### **Vice-President**

The Vice-President: shall perform the duties of the President during his/her absence or disability; shall assist the President in all proceedings of the Association, the Board and the Executive Board. In the event of the President's resignation or disability to serve, the Vice-President shall succeed to the office of President for the balance of that college year.

#### **Recording Secretary**

The Recording Secretary: shall keep the minutes of all meetings of the Association, the Board, and the Executive Board; read the minutes of the previous meeting, and perform such other duties as may be assigned from time to time by the President.

#### **Corresponding Secretary**

The Corresponding Secretary: shall have charge of all mail addressed to the Association and cause same to be read at Executive Board meetings; shall keep a record of the names and addresses of all active members and officials of the Association; shall send out all notices electronic and written and replies to communications and perform such other duties as may be assigned by the President.

#### **Treasurer**

The Treasurer: shall receive all funds of the Association and forthwith deposit same in the account of the Association in duly accredited depositories designated by the Board; shall make payment only on vouchers made by duly authorized officers and approved by the President; shall be the custodian of all books of account; keep an accurate account of all monies received and disbursed and render an itemized statement at each meeting of the Association. The Treasurer is authorized to sign all checks; and credit card transactions, in his/her absence the President may assume this power. The Treasurer maintains the autonomy of the Executive Board over funds raised. The Treasurer will oversee Club Funding. For expenditures over \$2,000.00, two signatures will be required on checks. The designated signers on the checking account shall be the Treasurer, the President, and the Vice President.

#### **SECTION 4 - Record Retention Policy**

These shall be kept by each of the persons designated for such purposes. At the expiration of his/her term as such custodian, he/she shall surrender all property of the Association to his/her successor. Each newly elected President shall keep records of not more than two Past Presidents preceding his/her term of office as a guide for that administration; records prior to this period shall be stored with the Association.

#### **SECTION 5 - Board**

The Board is empowered and authorized to appropriate monies, establish funds and to take any steps or action which it, in its discretion, deems necessary to carry out the purposes of the Association. These steps or actions may not be in conflict with any of the College's activities or means of funding.

## **SECTION 6 - Absences**

Any Officer or member of the Executive Board or Board who shall be or has been absent from two consecutive meetings and whose absences are unexplained will be deemed to have resigned.

## **SECTION 7 - Committees and Appointments**

The President shall make all appointments on or before the second regular Board Meeting of the college year so as to establish the following Board Committees necessary to carry out the purposes and objectives of the Association. If a committee chairperson is unable to fulfill his/her obligations at an event, it is that chairperson's responsibility to properly staff the event and secure a person to act his/her absence. Each chairperson should select another member of the Board to serve as his/her Assistant to serve in his/her absence.

### **Membership**

To solicit membership in the Association of all student parents, guardians or sponsors, and to enlist their active support of the Association. The Corresponding Secretary shall be the chairperson of the Membership committee.

### **Club Funding**

The Treasurer shall be the chairperson of the Club Funding committee to oversee supplemental club funding by the Association. Student organizations may apply for up to \$500.00 in stipends each college year by submitting a request to the Board. The Board will review each request to ensure that any requested funds will be to the direct benefit of the students of the College. The Board may approve all, part, or none of the requested amount by a majority vote. Funding should not be distributed directly to any student. Checks will be cut to SUNY Maritime College Office of Student Affairs for the particular club and Student Affairs will distribute the actual funds to the club. Funds may be given directly to students only if the request is verified by the Assistant Dean of Student Affairs and all receipts have been given to the Association.

### **Audit and Insurance Committee**

The Audit and Insurance Committee shall be responsible for any annual fiscal review of the Association in accordance with the Association's corporate requirements. The Audit and Insurance Committee shall be a sub-committee of the Treasurer.

### **Photographer**

To take photos at Association and other College events and assist College Administration in the production of an annual College Calendar (that is paid for with Association funds).

### **Logo Wear**

The Logo Wear committee is responsible to administer the procurement, on-site, on-line, and mail order sales, and accounting for merchandise sold by the Association. The Logo Wear committee is responsible for fulfillment of online orders, including delivering orders to customers. The chairperson is responsible for submitting receipts for all postage to Treasurer, and reports directly to the Treasurer.

### **Hospitality**

The Hospitality committee shall be responsible for food and refreshments at all Association events.

**Technology**

The Technology chairperson shall be responsible for maintaining the Association website.

**Social Media**

The Social Media chairperson shall be responsible for maintaining Social Media presence of the Association (Facebook, Twitter, etc.).

**Parliamentarian**

The Parliamentarian shall be an expert in parliamentary procedures according to Robert's Rules of Order and may be called upon for maintaining proper procedure at Association meetings.

**Ad Hoc**

To perform such duties as designated by the President necessary for the promotion of the Association's purposes and goals.

**SECTION 8 - Annual Association Activities**

Activities or events through which funds are to be raised on an annual basis are to be established by the Board. These funding activities are not to conflict with those employed by the College

Annual events / activities include, but are not limited to:

- Logo Wear sales at Indoc Graduation, Homecoming, Accepted Students Day, TSES Ship Departure, TSES Ship Return (as well as online)
- Superbowl party for students
- Holiday party for members
- TSES Ship Departure for Summer Sea Term
- Parent Boat Ride at TSES Ship Return
- TSES ship return from Summer Sea Term
- Membership recruitment and membership sales at all Association events

**SECTION 9 - Order of Business**

- Call to order.
- Reading of the minutes of the previous meeting.
- Treasurer's report.
- Communications.
- Reports.
- Old Business.
- New Business.
- Good and Welfare.

- Adjournment.

### **SECTION 10 - Awards**

The Board may establish at its discretion various funding, scholarships and/or awards, either monetary or other types, to students and/or student organizations.

### **SECTION 11 - Vote of Removal: President**

On a motion by any member of the Board at a regular Membership Meeting, and duly seconded, a vote can be taken to remove a President from office, if it is deemed by the Board that the actions of a President are detrimental to the College or the Association. A two-thirds majority vote of the Board is required.

### **SECTION 12 - Vote of Removal: Executive Board Members**

On a motion by the President or any member of the Board at a regular Membership Meeting, and duly seconded, a vote can be taken to remove an Executive Board Member, if it is deemed by the Board that the actions of a member are detrimental to the College or the Association. A two-thirds majority vote of the Board is required.

### **SECTION 13 - Vote of Removal: Board Members**

On a motion by the President or any member of the Board at a regular Membership Meeting, and duly seconded, a vote can be taken to remove a Board Member, if it is deemed by the Board that the actions of a member are detrimental to the College or the Association. A two-thirds majority vote of the Board is required.

### **SECTION 14 - Whistleblower Protection Policy**

If any Association member reasonably believes that some policy, practice, or activity of the Association is in violation of law, a written complaint must be filed by that member with the President of the Association.

It is the intent of the SUNY Maritime College Parents Association Corp to adhere to all laws and regulations that apply to the organization and Maritime College and the underlying purpose of this policy is to support the Association's goal of legal compliance. The support of all members is necessary to achieving compliance with various laws and regulations. A member is protected from retaliation only if the member brings the alleged unlawful activity, policy, or practice to the attention of the Association and provides the Association with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to members that comply with this requirement.

The SUNY Maritime College Parents Association Corp will not retaliate against an member who in good faith, has made a protest or raised a complaint against some practice of the Association, or of another individual or entity with whom the Association has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The SUNY Maritime College Parents Association Corp will not retaliate against members who disclose or threaten to disclose to an Officer or a Board member any activity, policy, or practice of Association that the member reasonably believes is in violation of a law, or a rule, or



regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

**SECTION 15: Conflict of Interest Policy**

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.