

BY - LAWS  
OF THE  
FACULTY STUDENT ASSOCIATION OF DOWNSTATE MEDICAL CENTER, INC.<sup>1</sup>

ARTICLE I- MEMBERSHIP

Section 1: Members

Corporation general membership shall be open to all members of the faculty, student body and administration of the college. The President of SUNY Downstate Health Sciences University shall be a member ex officio.

Representatives of the membership, hereafter designated as "members" in these By-Laws, shall consist of faculty, administrators and students of SUNY Downstate Health Sciences University<sup>2</sup>. These groupings shall, hereafter, be referred to as "categories."

Four faculty members consisting of one member from College of Medicine, School of Health Professions, College of Nursing and the School of Graduate Studies. The members from each unit will be selected in a manner determined by the Committee of the Faculty of each unit and shall continue as members until replacements are elected. Vacancies may be appointed by the respective Dean until a faculty election is held.

Six administrative members<sup>3</sup> shall be appointed by the Chief Administrative officer of the campus. These appointees shall continue as members until replacements are appointed.

Six student members consisting of two members from the College of Medicine and one each from the College of Nursing, the School of Health Professions, School of Public Health, and the School of Graduate Studies. The College of Medicine student members shall be the President & Treasurer of the Medical Student Council. The student representative for all other Colleges shall be the President of their respective Student Council.<sup>4</sup>

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<sup>1</sup> Revised Corporation Name from "Faculty Student Association of the State University Medical Center at NYC, Inc." to "Faculty Student Association of Downstate Medical Center, Inc." in August 2003.

<sup>2</sup> Ministerial updates to reflect campus name change from prior Downstate Medical Center (DMC) and Health Sciences Center at Brooklyn (HSCB) to Downstate Health Sciences University (DHSU), College of Health Related Professions (CHRP) to School of Health Professions (SoHP). In November 2021.

<sup>3</sup> Revision passed by the FSA Board of Directors March 7th, 1984 and accepted by the Vice Chancellor for Finance and Business on March 26th, 1984 to "Increase the Administrative Members to five. Revision passed by Board in April 2006, approved in June 2006 to six"

<sup>4</sup> SUNY approved by William H. Anslow, SUNY Vice Chancellor for Finance and Business on 2/3/94 to "revise selection of Medical Student representatives, institutional name, and duties of President and Treasurer" as noted herein. SUNY approved by Jeff McGrath, University Controller on 8/9/10 replacing one COM with one School of Public Health student seat.

Section 2; Resignation of Members.

Any member may withdraw from the corporation by presenting to the Secretary a written resignation. In the event of the resignation of a member, a new member shall be appointed or elected in the same manner as was the resigned member to complete the term.

**ARTICLE II - MEETINGS**

Section 1; Annual Meeting.

An annual meeting of members for receiving the annual report of the Directors and for the transaction of other business shall be held on the second Wednesday in November each year, unless otherwise set by the Board of Directors. Written notice thereof shall be mailed by the Secretary to each member not less than ten or more than thirty days before the meeting. Such notice shall state the purpose, included in an agenda for which the meeting is called, and the time and place where it is to be held.

Section 2; Special Meetings.

Other meetings of the members may be initiated by the Board of Directors at any time, and shall be called by the President of the FSA upon written request of three members. Notice of any special meetings shall be given in the same manner as prescribed for the annual meeting.

Section 3; Meeting Quorum.

A majority of the members or their proxy shall constitute a quorum for the transaction of any business provided, at least, one member is present in person or proxy from each category of membership. If a quorum is not present, a new meeting will be scheduled for not more than ten days later and a written notice of such a meeting shall be mailed not less than one week prior to the rescheduled meeting.

Section 4; Voting Procedures and Proxies.

Every member shall be entitled to one vote. Members may vote by proxy which shall be executed in writing by the member to another member and may be revoked at the pleasure of the person executing it, and further provided, that the proxy shall be valid only for a given meeting.

**ARTICLE III - DIRECTORS**

Section 1; Director Members.

The Board of Directors shall consist of all the members stipulated in Article I, Section 1 of these By-Laws.

The President of SUNY Downstate Health Sciences University shall not be a director or officer of the corporation but shall be invited to attend all meetings of the Board of Directors and, furthermore, shall receive a copy of the minutes of all meetings of the Board.

The Board of Directors shall have control of the property and affairs of the corporation; fix its policies; have power to hold meetings; appoint committees; employ necessary staff and employees; authorize proper steps to carry out the purposes of this corporation and promote its best interests; and employ necessary corporation staff and employees.

Section 2; Regular Meeting Notices.

Regular meetings of the Board of Directors shall be held immediately after the annual meeting of members and no separate notice thereof need be given.

Section 3; Special Meeting Notices.

Special meetings of the Board of Directors may be called by the President, Vice President or by the request of three members of the Board. Notice of such meetings shall be made in the same manner as stipulated in Article II, Section 1 of these By-Laws.

Section 4; Quorum.

A majority of the Directors shall constitute a quorum for the transaction of business provided, at least, one member is present in person or by proxy for each category of membership. If a quorum is not present, the President shall call a meeting in the same manner as stipulated in Article II, Section 3 of the By-Laws.

Section 5; Proxies.

Proxies shall be executed in the same fashion as for members.

Section 6; Vacancies.

A vacancy on the Board shall be filled by a new member who is elected or appointed as stipulated in Article I, Section 2 of the By-Laws.

**ARTICLE IV - OFFICERS**

Section 1; Corporate Officers.

The officers of the corporation shall consist of a President, Vice President, Treasurer and Secretary.

Section 2; Election of Officers.

The officers of the corporation shall be elected by a simple majority by the Board of Directors from its membership at the annual meeting of the Board following the annual meeting of the members.

Section 3; Term of Office for Officers.

The Officers shall hold office for a term of one year but may be re-elected.

Section 4; Duties and Powers of Officers.

The powers and duties of the officers shall be as follows:

President: The President shall function as the Chief Executive Officer of the corporation<sup>4</sup>. The President shall preside at all regular and special meetings of the Board of Directors and of the Members of the corporation. He/She shall appoint all committees, with the consent and approval of the Board of Directors. He/She shall present reports, suggestions or communications as he/she may deem necessary. He/She shall enforce these By-Laws; cause all books and records to properly be kept; and cause all meetings to be called as herein provided. He/She shall also perform such other duties as shall be delegated to him/her by the Board of

Directors, and shall be a member ex officio of all committees, with the right to vote.

Vice President: The Vice President shall perform the duties of the President in case of the absence of the President or in case of his/her inability to perform his/her duties.

Secretary: The Secretary shall serve all notices required by these By-Laws or by law; shall keep minutes of all the meetings of the Members and of the Board of Directors; conduct all the corporation's correspondence; maintain a list of all members, notify all persons of their election as Directors, officers or members of committees; prepare an annual report of the transactions of the corporation; keep the corporate seal; perform all the customary duties of a secretary; and perform all such other duties delegated by the Board of Directors.

Treasurer: The Treasurer shall function as the Chief Financial Officer of the corporation<sup>4</sup>. He/She shall present at the annual meeting a certified annual report pursuant to Section 46 or the membership Corporation Law of the State of New York showing the whole amount of real and personal property owned by the corporation, where located and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of the acquisition; the amount applied, appropriated or expended during the year immediately preceding such date, and the purposes, objects or persons to or for which such applications, appropriations or expenditures were made; and the names and the places of residence of the persons admitted to membership during such year. Each report shall be filed with the records of the corporation and an abstract thereof entered in the minutes of the proceedings of the annual meeting. The Treasurer shall institute and supervise procedures to receive and deposit in banks; and in other money instruments to be approved by the Board of Directors all the moneys of the corporation and keep an accurate account thereof; sign contracts; sign checks; make report of the finances of the corporation annually and whenever requested by the President. At the end of his/her term he/she shall deliver to his/her successor all books, money and other property of the corporation to give such security as they may direct for the faithful performance of his/her duties.

## **ARTICLE V - COMMITTEES**

### **Section 1; Committees of the Board.**

Special committees may be appointed by the President at any time with the consent and approval of the Board of Directors.

### **Section 2; Committee Business.**

A majority of any committee shall constitute a quorum for the transaction of business. Committees may be dissolved by the President at any time with the consent and approval of the Board. The Chairperson of each committee shall be appointed by the President.

## **ARTICLE VI - ASSETS AND FUNDS**

Section 1. No member, director, officer or employee of the corporation shall have any right in, or title to the funds or property of the corporation or its earnings. The funds, property and other assets of the corporation shall be owned exclusively by the corporation.

Section 2. All monies, property or other assets received by the corporation shall be deposited in bank accounts and in other money instruments in the name of the corporation and shall be used solely to pay all proper expenses of the corporation.

Section 3. In case of dissolution of the corporation, the funds, property and other assets then remaining after payment of all just debts and obligations of the corporation shall be transferred and granted to such other charitable or philanthropic organization or organizations as in the judgment of the Board of Directors shall be qualified and competent to further the interest of the Health Science Center at Brooklyn of the State University of New York or its students.

## ARTICLE VII - AMENDMENTS

Section 1. These By-Laws or any part thereof may be amended, repealed or changed by a majority of the Board of Directors at any regular meeting or special meeting of the Board of Directors called for the purpose.

Initially Approved by Harry K. Spindler, Vice Chancellor for Finance and Business on September 27th, 1982.