

CONSTITUTION OF THE CLARION STUDENTS' ASSOCIATION OF CLARION UNIVERSITY OF PENNSYLVANIA

ARTICLE I: NAME

The name of this Association shall be the Clarion Students' Association of Clarion University of Pennsylvania, herein referred to as CSA.

ARTICLE II: OBJECT

Per Act 188 of 1982, the object of CSA shall be to fix student activity fees and supervise the collection, retention, and expenditure thereof, in cooperation with the president of Clarion University. Additionally, CSA may buy, lease, and sell at retail school supplies and other related merchandise with any profits and/or income derived from said activities used exclusively and solely for the purpose of supporting the athletic, cultural, recreational, social, and integrated learning activities of Clarion University.

ARTICLE III: MEMBERSHIP

Membership in CSA shall consist of all Clarion University students who pay the Student Activity Fee.

ARTICLE IV: BOARD OF DIRECTORS

Section 1 – Type of Membership. The membership of the CSA Board of Directors shall consist of both voting and advisory members.

Section 2 – Voting Members. Voting members of the Board shall include the President of Student Senate; the Vice President of Student Senate; the Vice President for Rules and Regulations of Student Senate; the Treasurer of Student Senate; the Secretary of Student Senate; the President of the Venango Student Senate; the Vice-President of the Venango Student Senate; the Treasurer of the Venango Student Senate; four (4) students at-large comprised of: one (1) student from the Venango Campus appointed by the Venango Student Senate and three (3) students from the Clarion Campus appointed by the Clarion Student Senate, all with the approval of the President of Clarion University; two (2) Clarion University Alumni members*; and two (2) faculty members*. * In the event that a faculty member, or alumni member who is also a university employee, is subject to the Public

Official and Public Employees Ethics Act, he/she will serve their term as an ex-officio member.

Section 3 – Advisory Members. Advisory members of the Board shall consist of the Vice President of Student Affairs; the Vice President for Finance and Administration; the Assistant Vice President of Student Affairs, Director of Student Engagement and Development, and the Student Trustee, with the approval of the President of Clarion University; and anyone else who the Board of Directors deems necessary to appoint and who consents to serve, with the approval of the President of Clarion University. *In the event that a faculty member, or alumni member who is also a university employee, is subject to the Public Official and Public Employees Ethics Act, he/she will serve their term as an ex-officio member.

Section 4 – Term of Office. Members of the Board shall serve for the following terms of office:

- a. The President, Vice President, Vice President for Rules & Regulations, Treasurer, and Secretary of Student Senate and the Student Trustee shall serve on the Board of Directors for the duration of their term in those positions.
- b. The four (4) students at-large shall serve from the time of their appointment until graduation or such time that they resign or are disqualified.
- c. Alumni members shall serve terms of three (3) years with a limit of no more than two (2) consecutive terms. At the end of each term, the Board of Directors may reappoint the representative, if eligible, or appoint a new representative.
- d. The Faculty members shall serve terms of three (3) years with a limit of no more than two (2) consecutive terms. At the end of each term the Board of Directors may reappoint the representative, if eligible, or appoint a new representative with the approval of the President of Clarion University.
- e. Advisory members shall serve the following terms:
The Vice President for Student Affairs and the Vice President for Finance and Administration, the Assistant Vice President of Student Affairs, the Director of Student Engagement and Development, and/or their designees, shall serve as advisory members on the CSA Board of Directors during the duration of their employment in those positions with Clarion University.

Section 5 – Authority. The Board of Directors shall have authority to administer corporate responsibilities. The Board's authority shall not extend to issues and matters related to student government, recognition, and operation of Recognized University Organizations and Recognized Student Organizations.

Section 6 – Policies. The Board of Directors shall be responsible for the development, adoption, and implementation of corporate policies regarding; personnel, investment, fiscal operations, salaries, contracting, insurance, and other fiduciary functions, as well as the collection, retention, and expenditure of Student Activity Fee monies, in cooperation with the president of Clarion University.

Section 7 – Reporting. The Board of Directors shall present a report of its meetings to the Clarion Student Senate along with such recommendations or actions that would require Student Senate approval or concurrence.

Section 8 – Board Compensation. All Board members shall serve without pay. The Board may approve the payment of travel expenses and other expense incurred by Board members for activities directly related to the performance of their duties.

Section 9 – Board Vacancies. Any vacancy shall be filled with an appointment of a new representative from the organization creating that vacancy. The new member shall serve for the remainder of the former member’s term.

ARTICLE V: OFFICERS

Section 1 – Officers. The officers of the CSA Board of Directors shall be the Chairperson and Vice-Chairperson

- a. **Chairperson.** The Chairperson shall be one (1) of the four (4) at-large student members. The Chairperson’s duties shall include but are not limited to: presiding over all meetings of the Board, casting the deciding vote when needed, and presiding over meetings of the Executive Committee. The Chairperson is also authorized to call for a special meeting.
- b. **Vice Chairperson.** The Vice Chairperson shall be any of the remaining at-large student members, including the Venango College at-large student. The Vice Chairperson shall report to the Clarion Student Senate after each regular meeting of the CSA Board of Directors. He or she shall also perform the duties of the Chairperson when the Chairperson is absent or unable to perform their duties.

Section 2 – Officer Terms – The term for the Chairperson and the Vice Chairperson shall end with their graduation or removal from the position or from the board.

Section 3 – Election. The election for the Chairperson and the Vice Chairperson shall be at either the 1st board meeting of the fall semester or the 1st of the spring semester, prior to the graduation of the current office holder.

Section 4 – Special Election. A special election may be held at the next board meeting following the officer vacancy.

ARTICLE VI: MEETINGS

Section 1 – Regular Meetings. A regular meeting of the Board of Directors shall be held twice a semester during the academic year.

Section 2 – Special Meetings. Any member of the Board of Directors can call for a special meeting. The request shall be made to the Board Chairperson, who is authorized to call a special meeting. All special meetings must have at least twenty-four (24) hours advance notice.

Section 3 – Quorum. Quorum shall be met when two-thirds (2/3) of the sitting voting members of the Board are present at a meeting.

Section 4 – Attendance. Members of the Board shall not be allowed to miss any unexcused regular, and/or two (2) unexcused committee meetings per academic year. Excuses should be sent to the Executive Director, Chairperson, or the committee chairperson, respectively. Should such attendance be violated, it shall be the responsibility of the Board to vote on whether that member should be removed from the Board.

ARTICLE VII: EXECUTIVE COMMITTEE

Section 1 – Membership. The Executive Committee shall consist of the Chairperson of the Board of Directors, the Vice Chairperson of the Board of Directors, the President of Student Senate, the Vice President of Student Senate, and the Treasurer of Student Senate.

Section 2 – Duties. It shall be the duty of the Executive Committee to have and exercise the powers and authority of the Board of Directors between meetings of the Board and to submit, for authorization or ratification, its plan or acts to the Board.

Section 3 – Meetings. The Executive Board shall establish meetings if needed.

ARTICLE VIII: STANDING COMMITTEES

Section 1 – Administrative Committee. The Administrative Committee shall be responsible for the oversight of the Clarion Students' Association's employee evaluations and for adapting the current evaluation technique or creating new evaluation techniques when it is deemed necessary. It shall also be responsible for assuring a yearly evaluation of the CSA Executive Director is completed for the review and approval of the Board of Directors. This committee shall consist of at least four (4) members of the Board of Directors to be appointed by the Chairperson of the Board of Directors.

Section 2 – Investment and Finance Committee. The Investment and Finance Committee shall monitor the investments of the Clarion Students' Association, report to the Board of Directors at the beginning of each academic year on the condition of investments, and develop investment strategies for the Board. This committee shall consist of at least four (4) members of the Board of Directors to be appointed by the Chairperson of the Board of Directors.

Section 3 – Business Operations Committee. The Business Operations Committee shall

be responsible for an annual evaluation of the operation of the University Book Store, shall meet each month of the academic year with the manager of the University Book Store, and shall have at least one meeting each month of the academic year with the Clarion Student Senate Student Facilities Committee. This committee shall consist of at least four (4) members of the Board of Directors to be appointed by the Chairperson of the Board of Directors. A representative from the Clarion Chamber of Business and Industry will be appointed by the Clarion Chamber of Business and Industry Board of Directors to act as advisory to the Business Operations Committee. This individual will act as a liaison between the Clarion Students' Association and the community.

Section 4 – Appropriations Committee. The Appropriations Committee shall meet when Capital, Large Item Capital, Supplement Reserve, or Special Project requests for funding by RUO's are submitted to the Board. The Appropriations Committee will review the requests for supplemental funding and make a recommendation to the full board at the next regularly scheduled board meeting. If the request is an emergency or time sensitive, then the Appropriations Committee may request an email vote at their discretion be initiated by the Executive Director. In addition, during the annual budgeting process, the Appropriations Committee shall review all RUO budget requests for funding, meet with advisors and officers of the RUO's to review the budget requests, make recommendations based on the outcome of the budget requests and budget review sessions, and hold appeals for those RUO organizations who request them.

ARTICLE IX: University Oversight

Section 1 – Affiliation. As the purpose of the Clarion Students' Association is to promote and support the educational programs of Clarion University, and as any profits and income derived by its corporate activities must be used exclusively and solely for said purpose, the CSA exists as an affiliate organization of Clarion University and is subject to the University's oversight.

Section 2 – Administrative Oversight. It shall be the responsibility of the Vice President for Student Affairs to ensure that the corporate operations of the Clarion Students' Association is conducted in compliance with the appropriate Board of Governors and University policies and procedures.

ARTICLE X: MANAGEMENT

Section 1 – Executive Director. The Executive Director shall manage the operations of the Corporation and be accountable to the Board of Directors for that management.

Section 2 – Accounting. All corporate funds administered through the corporation shall be deposited and disbursed through the CSA Office following generally accepted accounting principles.

Section 3 – Reporting. The CSA Executive Director shall prepare and present a management report at each regular meeting of the Board.

ARTICLE XI: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XII: AMENDMENTS

Section 1 – Notification. This document may be amended at any regular meeting of the Board, provided that the proposed amendment(s) has been provided to the members, in writing, at least seven (7) days in advance. A 2/3 vote of the voting members present at a meeting where quorum is met is required to amend this constitution. Once approved by the Board, the proposed amendment must also be approved by the President of Clarion University.

Section 2 – Effective Date. All constitutional amendments shall become effective upon their approval by the President of Clarion University.

Adopted May 24, 2014

Amended December 12, 2016

Amended April 25, 2017

Amended March 15, 2019

Amended April 14, 2020