

**Constitution and Bylaws Committee
MINUTES
November 7, 2014**

Present: Kyla Bender-Baird (KBB), Amy Martin (AM), Dominique Nisperos (DN), Jennifer Prince (JP)

Absent: David Nagy

Plenary

Chair KBB calls the meeting to order at 3:29 pm

Executive Committee

I. Approval of the Agenda

Steering Committee

A. AM motions to approve agenda, JP seconds, motion carries unanimously.

Constitution and Bylaws

II. Approval of minutes

Grants

A. JP motions to approve the minutes with the emendation that Old Business item number three be changed to read "3. Changes to bylaw 8.3.a", DN seconds, motion carries unanimously.

Health & Wellness

III. Old Business

1. Replacing Board Members of Affiliate Organizations

Outreach

A. KBB wrote to the advocate and open cuny to discuss their board membership. Gordon Barnes the Editor of the Advocate had yet to do this. His predecessors Michael Bush only held one meeting of his advisory board once in his entire tenure. James Hoff indicated convening the communications committee, but not his advisory board. Gordon says that he will convene the committee in November. Open CUNY says that in the past they have let it slide. Now one person who is on their board is non-responsive. They want to model our language and procedures for removing reps who do not attend. That language can be used.

Student Services

USS Advisory Committee

Governance Task Force

B. DN confirms that Gordon has called a meeting for this month, and the date is to be determined.

Student Tech Fee

C. AM explains Open CUNY would like to model our existing rules.

D. JP: they would like a formal mechanism. We need to consider the number of absences in relation to the number of meetings.

E. DN: Maybe it doesn't make sense to do absences if you can not even hold a meeting, if the person does not respond.

F. AM: Maybe it can be in good faith that they contacted the member and never heard back, after having scheduled a meeting. We also have to consider how we select a replacement because the spreadsheeting could become very involved.

G. DN: Why not just move on to the next highest vote-getter?

H. AM: Then if there is no one on the list, or left who accepts, we could do an election.

I. DN: We could also just appoint an interim representative.

J. JP: We could solicit interested parties at plenary.

K. AM: We could have an open call to interested students.

L. JP: How long would we do that, for a month?

M. AM: It would have to be open and widely advertised to mirror our general elections process.

N. JP: But the Open CUNY Board has to have specific qualifications.

- O. AM: What do you think of an open call if there is no one else who received votes, even, though I don't anticipate that happening?
- P. DN: sounds good.
- Q. JP: I'm trying to understand how this happens with the advocate in terms of meeting vs. election. What do you think KBB?
- R. KBB: Yes, but I think we skipped over how they get to be removed. The Bylaws say that Open CUNY's board should meet two times a semester. The same is true for the Advocate.
- S. JP: Then being removed for missing two meetings makes sense.
- T. AM: I agree.
- U. JP [wipes hands]: Done?
- V. AM: Let's come up with language.
- W. KBB: As well as where we should put it.
- X. AM: The language starts on 4.3.C and we should put it before the penultimate sentence. "If a member misses two consecutive meetings, they will be removed from the Board."
- Y. KBB: But, where do we put the election information?
- Z. JP: Is it possible to make one point for both?
- AA. AM: we can put it in the constitution.
- BB. DN: We will need more votes to pass that change.
- CC. AM: Yes, we need a 3/5ths majority.
- DD. DN/ We can always sponsor another BDS resolution to make sure we meet quorum.
- EE. JP: It does seem to make sense to put it in elections in the constitution.
- FF. KBB: Under section 5.2 in the constitution we can add one for Affiliate Board Members
- GG. AM: V.2.4
- HH. DN: This root beer lacks caffeine and ice cream.
- II. AM: We can copy the language from several sections. We can also appoint someone.
- JJ. V.2.4 Affiliate Board Members
Whenever a seat is vacated due to reasons other than the natural end of a term, the Affiliate Board shall attempt to fill the vacant seat within 20 business days by following these procedures in the listed order.
- a. The DSO member who received the next highest number of votes in the preceding elections for the vacant seat shall be asked to serve out the remainder of the term. This method shall be carried out until a member accepts the position or until the list is exhausted.
- b. In the case of exhaustion of the list of Affiliate Board nominees, the Affiliate Board shall appoint a representative.
- A. JP: We need to alter the language for the Advocate board.
- B. DN: Why don't we just state that the members be appointed "in accordance with the existing prerequisites for the vacated board seat"?
- C. KBB: We have to add this language for the Advocate
- D. AM: We have to add stipulations for removal in the Bylaws and for replacement in the Constitution.
- E. KBB: we should add language for removal from the Advocate board before the penultimate sentence in 4.2.a.
- F. JP and DN simultaneously: "We good?"
- G. AM: We should be good.
- H. KBB: I'll present this to plenary

II. Announcements

- A. AM I am a wizard
- B. JP Woot!
- C. KBB Excelsior!

III. Adjournment

Minutes taken by Dominique Nisperos