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University at Buffalo Student Association Inc.

Board of Directors

Meeting Minutes

February 24, 2021

Zoom

Present

Josephina Nimarko, Fatou Diop, Cassandra Ramsay, Nelaje Branch, Sayan Trotman, Omar Carrera, Zackary Graham, Emma Elliott, Saumya Pandey, Azriena Jones

Absent

None

Guests

Joshua Korman, SA Attorney; Marc Rosenblitt, SA Entertainment Coordinator; Mark Sorel, SA Administrative Director; Barbra Ricotta, Dean of Students

Call to Order

Josephina Nimarko, Chair, calls the meeting to order at 8:35pm

Approval of Minutes

Josephina Nimarko, Chair presents Board of Directors Meeting Minutes for the February 17, 2021 meeting of the Board for review and approval

Motion to approve the minutes by unanimous consent by Nelaje Branch

Second Sayan Trotman

Decent

Fatou Diop	Yes
Cassandra Ramsay	Yes
Saumya Pandey	Yes
Zackary Graham	No
Omar Carrera	Yes
Azriena Jones	Yes
Emma Elliott	Yes
Sayan Trotman	Yes
Nelaje Branch	Yes
Josephina Nimarko, Chair	Abstain

Yes - 8; No - 1; Abstain - 1

Motion Passes

Conclusion: February 17, 2021 Meeting Minutes of the Board of Directors Approved.

Old Business

None

New Business

- I. Motion to approve the agenda by Sayan Trotman

Second Nelaje Branch

Fatou Diop	Yes
Cassandra Ramsay	Yes
Saumya Pandey	Yes
Zackary Graham	Yes
Omar Carrera	Yes
Azriena Jones	Yes

Emma Elliott	Yes
Sayan Trotman	Yes
Nelaje Branch	Yes
Josephina Nimarko, Chair	Abstain

Yes - 9; No - 0; Abstain - 1

Motion Passes

Conclusion: February 24, 2021 Board of Directors Meeting Agenda Approved

II. Josephina Nimarko, Chair, presents a Resolution to Amend the Board of Directors Rules of Procedure

Motion to approve the resolution by Sayan Trotman

Second Nelaje Branch

Point of Order by Zackary Graham there has been no debate

Debate ensues

Move to call to questions by Nelaje Branch

Second Zackary Graham

Fatou Diop	Yes
Cassandra Ramsay	Yes
Saumya Pandey	Yes
Zackary Graham	No
Omar Carrera	Yes
Azriena Jones	Yes
Emma Elliott	Yes
Sayan Trotman	Yes
Nelaje Branch	Yes

Josephina Nimarko, Chair Abstain

Yes - 8; No - 1; Abstain - 1

Motion Passes

The Board will now vote on the Resolution

Fatou Diop Yes

Cassandra Ramsay Yes

Saumya Pandey Yes

Zackary Graham No

Omar Carrera Yes

Azriena Jones Yes

Emma Elliott Yes

Sayan Trotman Yes

Nelaje Branch Yes

Josephina Nimarko, Chair Abstain

Yes - 8; No - 1; Abstain - 1

Motion Passes

Conclusion: Board of Directors Rules of Procedure are Amended.

III. Josephina Nimarko, Chair, presents a Resolution of Public Censure

Point of Order by Zackary Graham this is an improper resolution

Josephina Nimarko, Chair, decides against this point of order

Motion to approve the Resolution of Public Censure by Nelaje Branch

Second Sayan Trotman

Motion to appeal the decision of the Chair by Zackary Graham according to the rules of procedure resolutions have to be of consequential and germane

Second Nelaje Branch

Fatou Diop	No
Cassandra Ramsay	No
Saumya Pandey	No
Zackary Graham	Yes
Omar Carrera	No
Azriena Jones	No
Emma Elliott	No
Sayan Trotman	No
Nelaje Branch	No
Josephina Nimarko, Chair	Abstain

Yes - 1; No - 8; Abstain - 1

Appeal Fails

Motion to approve the Resolution of Public Censure by Nelaje Branch

Second Sayan Trotman

Fatou Diop	Yes
Cassandra Ramsay	Yes
Saumya Pandey	Yes
Zackary Graham	No
Omar Carrera	Yes
Azriena Jones	Yes

Emma Elliott	Yes
Sayan Trotman	Yes
Nelaje Branch	Yes
Josephina Nimarko, Chair	Abstain

Yes - 8; No - 1; Abstain - 1

Motion Passes

Conclusion: Board of Directors has passed the Resolution of Public Censure

IV. Josephina Nimarko, Chair, presents a Resolution to Remove Zackary Graham from the SA Board of Directors

Point of Order by Zackary Graham our Bylaws do not give the Board the authority to unseat a Coordinator so the resolution is invalid

Point of Order by Zackary Graham there has been no cause other than the Censure that just passed so this is invalid

Josephina Nimarko, Chair, decides against this point of order

Motion to appeal the decision of the Chair by Zackary Graham there is no cause

Fatou Diop	No
Cassandra Ramsay	No
Saumya Pandey	No
Zackary Graham	Yes
Omar Carrera	No
Azriena Jones	No
Emma Elliott	No
Sayan Trotman	No
Nelaje Branch	No

Josephina Nimarko, Chair Abstain

Yes - 1; No - 8; Abstain - 1

Appeal Fails

Motion to approve this Resolution by Sayan Trotman

Second Nelaje Branch

Fatou Diop Yes

Cassandra Ramsay Yes

Saumya Pandey Yes

Zackary Graham No

Omar Carrera Yes

Azriena Jones Yes

Emma Elliott Yes

Sayan Trotman Yes

Nelaje Branch Yes

Josephina Nimarko, Chair Abstain

Yes - 8; No - 1; Abstain - 1

Motion passes

Conclusion: Zackary Graham is removed from the Board of Directors effective immediately

****Zackary Graham leaves the meeting**

V. Josephina Nimarko, Chair, presents a Resolution Regarding Stipend

Motion to approve the resolution by Nelaje Branch

Second Sayan Trotman

Fatou Diop Yes

Cassandra Ramsay Yes

Saumya Pandey	Yes
Omar Carrera	Yes
Azriena Jones	Yes
Emma Elliott	Yes
Sayan Trotman	Yes
Nelaje Branch	Yes
Josephina Nimarko, Chair	Abstain

Yes - 8; No - 0; Abstain - 1

Motion passes

Conclusion: Resolution Regarding Stipend is passed and takes effect immediately

VI. Josephina Nimarko, Chair, presents a Resolution Regarding Hobby Coordinator Powers

Motion to approve the resolution by Sayan Trotman

Second Nelaje Branch

Fatou Diop	Yes
Cassandra Ramsay	Yes
Saumya Pandey	Yes
Omar Carrera	Yes
Azriena Jones	Yes
Emma Elliott	Yes
Sayan Trotman	Yes
Nelaje Branch	Yes
Josephina Nimarko, Chair	Abstain

Yes - 8; No - 0; Abstain - 1

Motion passes

Conclusion: Resolution Regarding Hobby Coordinator Powers passed and take effect immediately

- VII. Josephina Nimarko, Chair, presents a Resolution Regarding Hobby Clubs Council Constitution

Motion to approve the resolution by Sayan Trotman

Second Sayan Nelaje Branch

Fatou Diop	Yes
Cassandra Ramsay	Yes
Saumya Pandey	Yes
Omar Carrera	Yes
Azriena Jones	Yes
Emma Elliott	Yes
Sayan Trotman	Yes
Nelaje Branch	Yes
Josephina Nimarko, Chair	Abstain

Yes - 8; No - 0; Abstain - 1

Motion passes

Conclusion: Resolution Regarding Hobby Clubs Council Constitution passed and takes effect immediately

Adjournment

Motion to Adjourn this meeting by unanimous consent by Nelaje Branch

Second Sayan Trotman

Passes by Unanimous Consent

Conclusion: Meeting of the Board of Directors Adjourned at 9:22pm

Resolution to Amend the Board of Directors Rules of Procedure

The following shall be added as Section 3.01(e) of the University at Buffalo Student Association Inc. Board of Directors Rules of Procedure:

In a meeting conducted by means of a conference telephone or similar communications equipment or by electronic video screen communication, all participants may be muted upon entry; in such case, participants shall be unmuted by the chair (or the chair's designee) upon being recognized to speak.

Resolution of Public Censure

This Board has examined screenshots of text messages Zackary Graham sent to current members and a former member of the UB Mock Trial Club, listened to voicemails he left for club President Patrick Higgins, reviewed the written statements of Adolyn Cofie, Alyssa Palacios and Sayan Trotman, and listened to the statements of all individuals at the 2/17/21 meeting of this Board.

The University at Buffalo Student Association Inc. (“SA”) Board of Directors determines as follows, based on all of the evidence examined:

1. Zackary Graham abused his position as a clubs council coordinator by harassing members of the UB Mock Trial Club;
2. Zackary Graham misrepresented the statements of SA Officers multiple times as part of his harassment of the club; and
3. Members of this Board should behave with at least a basic level of civility towards all people during Board meetings; at the 2/17/21 meeting of this Board, Zackary Graham failed to do so.
4. The Board censures Zackary Graham for all of the above, without limitation to other available remedies.

Resolution to Remove Zackary Graham from the SA Board of Directors

This Board has examined screenshots of text messages Zackary Graham sent to current members and a former member of the UB Mock Trial Club, listened to voicemails he left for club President Patrick Higgins, reviewed the written statements of Adolyn Cofie, Alyssa Palacios and Sayan Trotman, and listened to the statements of all individuals at the 2/17/21 meeting of this Board.

The University at Buffalo Student Association Inc. (“SA”) Board of Directors determines as follows, based on all of the evidence examined:

1. Zackary Graham abused his position as a clubs council coordinator by harassing members of the UB Mock Trial Club;
2. Zackary Graham misrepresented the statements of SA Officers multiple times as part of his harassment of the club; and
3. Therefore, pursuant to the Board’s authority under Section 7.06(a) of the NY Not-for-Profit Corporation Law, Zackary Graham is hereby immediately removed from the SA Board of Directors for cause, without limitation to other remedies available to the Board.

Resolution Regarding Stipend

The University at Buffalo Student Association Inc. (“SA”) Board of Directors determines as follows:

1. The stipend for the Hobby Council Coordinator shall be \$0 for the remainder of the University at Buffalo spring 2021 semester; and
2. Zackary Graham’s status as a SA employee shall be terminated immediately.

Resolution Regarding Hobby Coordinator Powers

The University at Buffalo Student Association Inc. (“SA”) Board of Directors determines as follows:

To the maximum extent permitted under applicable law, the Board hereby takes away all authorities bestowed on the Hobby Council Coordinator by any policy passed by this Board for so long as Zackary Graham may remain in that position.

Resolution Regarding Hobby Clubs Council Constitution

WHEREAS the Board of Directors of University at Buffalo Student Association Inc. (“SA”) adopted the Hobby Council Constitution in May, 2019; and

WHEREAS, certain provisions of the Hobby Council Constitution leave that council unable to reasonably function under present circumstances;

NOW, THEREFORE, the SA Board of Directors hereby overrides and amends the Hobby Council Constitution as follows: all references to “coordinator” in Section 3.02 of the Hobby Council Constitution shall be replaced with “SA Elections and Credentials Chairperson”.