

Cornell University Council
Ithaca, NY

BYLAWS

Administrative Board approved 10-25-12

I. Council Meetings

- A. Annual Meeting:** The Annual Meeting shall be held at the university campus in Ithaca, New York, at such time as the Board of Trustees shall determine.
- B. Special Meetings:** Special meetings may be called at any time by the Administrative Board and shall be held at such time and place as the Board may determine.
- C. Notice of Meetings:** Twenty-one days' notice of the time and place of each meeting shall be given to each member. Notice shall be given by the Director of the Council unless the Chair elects to give such notice.
- D. Business to be Transacted:** Any business may be transacted at any meeting whether or not notice was given. The Administrative Board may refer for approval to the Council, at any meeting, without prior notice, items within the scope of its authority.
- E. Quorum:** Fifty members of the Council shall constitute a quorum.

II. Duties of the Administrative Board

A. Election of Officers and Administrative Board Elected Members

1. At its spring meeting, the Administrative Board shall elect from among those nominated a Chair and Vice Chairs as prescribed in Article V. (A) of the Constitution.
2. At its spring meeting, the Administrative Board shall elect from among those nominated fourteen (14) Administrative Board elected members, all for one-year terms as prescribed in the Constitution.
3. Only those candidates for officer positions nominated by the Nominating Committee, or by written nomination subscribed by any ten (10) members-at-large of the Council and submitted to the Director no later than ten (10) days before the spring meeting, will be eligible for election.
4. The Chair, in consultation with the Executive Director and Director, shall designate the order in which the Vice Chairs of the Administrative Board shall perform the duties of the Chair in case of absence or disability.

III. Meetings of the Administrative Board

- A. Regular Meetings:** There shall be no fewer than two (2) regular meetings at approximately equal intervals. These shall be held at such time and place as the Administrative Board shall determine.
- B. Special Meetings:** Special meetings may be called at any time by the Chair, and may be called by the Director on written request of any five members of the Administrative Board. Special meetings shall be held at such time and place as shall be designated in the call.
- C. Notice of Meetings:** Twenty-one (21) days' notice of each meeting shall be given by the Director to each member of the Administrative Board, unless notice shall have been waived

before or after the meeting.

- D. Business to be Transacted: Any business may be transacted at any meeting whether or not recited in the call or notice of meeting.
- E. Quorum: Ten (10) members of the Administrative Board shall constitute a quorum.
- F. Voting: All elected members of the Administrative Board shall be entitled to vote on all matters coming before the Administrative Board. With the exception of the immediate past Chair of the Council, ex officio members shall not be entitled to vote on any matters coming before the Administrative Board.
- G. Participation by Members of the Council: Members of the Council who are not members of the Administrative Board may attend meetings of the Administrative Board as auditors and may participate in Board deliberations with permission of the Chair, but shall not be entitled to vote.

IV. Council Interest Groups

- A. The Council shall have the following Council Interest Groups as described in Appendix I to these Bylaws:
 1. Admissions and Financial Aid
 2. Arts
 3. Career Services
 4. Governmental Relations
 5. International Programs
 6. Public Relations
 7. Student and Academic Services
 8. Sustainability: Energy, Environment, and Economic Development
 9. Technology Transfer
 10. Such Council Interest Groups as the Chair and the Director determine are necessary to carry out the Council's mission and purpose.
- B. The Council Interest Groups are primarily informational in nature. Council Interest Group updates will be provided at the Annual Meeting to allow Council members to remain informed about key areas of priority for the university.
- C. Each Council Interest Group will be appointed a Council Administrative Board elected member or Vice Chair who will serve as its liaison and assist the respective university representative with messaging or other initiatives.
- D. A Council Interest Group may choose to identify a select group of "active volunteers" to serve as a resource or assist with additional initiatives throughout the year.

V. Committees of the Council

- A. The Council may have such committees as the Chair and the Director determine are necessary to carry out the Council's mission and purpose.
- B. **Committee Membership:** Each committee shall have such membership as the Administrative Board shall determine.
- C. **Mission:** Each committee shall have a mission statement subject to Administrative Board approval. Committee goals and objectives shall be reported to the Administrative Board annually and shall include a review of the status of the past year's goals and objectives. Each

committee shall be responsible to the Administrative Board for the proper conduct of its functions. Each committee's responsibilities shall be carried out in collaboration with the Director and appropriate university staff members.

- D. Committee Chairs:** The Administrative Board, in consultation with the appropriate university representatives, shall select a Chair for each committee. Each Committee Chair shall serve a one-year term, unless otherwise specified. Committee Chairs may be asked to serve more than one term. If appropriate, the Committee Chair, in consultation with the Director and the Chair of the Council, may determine the need for a Vice Chair and appoint one.
- E. Responsibilities of the Chair:** Each Chair shall be responsible for directing the activities of the Committee in fulfilling its mission, and shall be the chief liaison between the committee and the Director and appropriate university staff members.

F. Committee Formation

1. Committee proposals can be made by a Council member, faculty member or member of the university staff.
2. A committee proposal must be made in writing, and it must set forth: (a) its raison d'etre; (b) that no other Cornell entity is currently serving that purpose; (c) the benefit to the university of the prospective endeavor; (d) what constituency group(s) on campus will interface with the committee; (e) why it is appropriate to have the committee as part of the Council structure; and (f) that there is likelihood of a potential constituency within the Council to serve on the committee.
3. Committee proposals must be submitted first to the Executive Director of the Council and Director of the Council.
4. Assuming approval in principle by the Executive Director of the Council, the constituency group(s) at Cornell likely to be involved with and affected by the prospective committee must be given the opportunity to review the proposal and comment on it.
5. Assuming approval at the foregoing stages, the proposal is then to be reviewed by the Council's Administrative Board. Part of the review process should include: (a) a presentation to the Administrative Board by the committee sponsors; and (b) a presentation to the Administrative Board by the affected constituency group(s) at Cornell.
6. Committee proposals are subject to approval by the Administrative Board.

G. Committee Retirement

1. The duties of each Chair of the Council shall include a periodic review of the mission and activity level of the Council's committees.
2. As part of the foregoing review process, the Chair shall require, at a minimum, a report from the chairs of each committee setting forth that each committee: (a) continues to fulfill its stated mission; (b) continues to be unique at Cornell in doing so; (c) continues to have on-campus constituency interest and support; and (d) continues to attract significant interest from Council members to serve thereon. If any of the foregoing criteria are not met by the committee chairs, the Chair of the Council shall ask the Administrative Board to review whether the committee should be retired.
3. Retirement of any Council committee shall be subject to a vote by the Administrative Board.

VI. Committees of the Administrative Board

- A.** The Administrative Board shall have the following committees described in Appendix II to these Bylaws:

1. Membership Committee
2. Nominating Committee
3. Such committees as the Chair and the Director determine are necessary to carry out the Council's mission and purpose.

B. Committee Membership: Membership on the Membership and Nominating Committees is limited to members of the Administrative Board of the Council.

1. Nominating Committee: The Nominating Committee shall have as its Chair the immediate past Chair of the Council. The Nominating Committee will be comprised of one additional officer of the Council and three Administrative Board members. The Nominating Committee shall have as ex officio members the Executive Director and the Director of the Council, or their designees. The Chair of the Council may participate in Nominating Council discussions but may not participate in any discussion or vote concerning nominations for Chair.
2. Those serving on the Nominating Committee will not be eligible to hold office except as elected members of the Administrative Board. Any Administrative Board elected members serving on the Nominating Committee may be invited to continue as elected members for one additional term following such service provided they meet the requirements of Article V (B) of the Constitution.
3. Membership Committee: The Membership Committee shall have as its Chair a person who has previously served on the Committee, and shall include the Executive Director and Director of the Council or their designees, and the Associate Vice President for Alumni Affairs and Development or his or her designee. Voting members shall include committee members and the current Chair of the Council.

C. Mission: Each committee shall have a mission statement subject to officer approval. Committee goals and objectives shall be reported to the Administrative Board annually and shall include a review of the status of the past year's goals and objectives. Each committee shall be responsible to the Administrative Board for the proper conduct of its functions. Each committee's responsibilities shall be carried out in collaboration with the Executive Director, Director and officers.

D. Term of Committee Chairs: The officers, in consultation with the Executive Director and Director, shall select a Chair for each committee. Each Committee Chair shall serve a one-year term, unless otherwise specified. Committee Chairs may be asked to serve more than one term. If appropriate, the Committee Chair, in consultation with the Director and the Chair of the Council, may determine the need for a Vice Chair and appoint one.

E. Responsibilities of the Chair: Each Chair shall be responsible for directing the activities of the Committee in fulfilling its mission, and shall be the chief liaison between the committee and the officers, Executive Director and Director.

VII. Advisory Committees of the Council

A. The following advisory committees, as described in Appendix III to these Bylaws, shall serve as affiliates to the Council:

1. Athletics Alumni Advisory Committee
2. Cornell's Adult University Alumni Advisory Committee
3. Human Resources Advisory Committee

B. Purpose: Advisory committees serve an informational role on the Council and are a vehicle by which Council members may stay informed of the activities of various university advisory councils.

- C. Membership:** Membership on advisory committees shall be determined by the appropriate university representatives.
- D. Mission:** Each advisory committee shall furnish a mission statement to the Administrative Board. Advisory committee goals and objectives shall be reported to the Administrative Board annually and shall include a review of the status of the past year's goals and objectives. Each advisory committee's responsibilities shall be carried out in collaboration with the Administrative Board.
- E. Committee Chairs:** The university representatives, in consultation with the Chair, Executive Director and Director of Council, shall select a Chair for each committee.
- F. Responsibilities of the Chair:** Each Chair shall be the chief liaison between the advisory committee and the Administrative Board.

VIII. Officers

- A. Officers of the Council and Administrative Board:** The Council shall have the officers specified in the Article V. of the Constitution, who shall be elected annually according to these Bylaws.
- B. Term of Office:** The term of each elected or appointed officer shall continue until June 30 following the date when the election or appointment became effective or until their successors are elected. The Administrative Board may terminate any office created or remove any such officers elected or appointed, by a majority vote of the members of the entire Administrative Board.
- C. Duties of the Chair:** The Chair shall be responsible for carrying out the policies of the Council and shall generally supervise the organization and affairs of the Council; shall preside at all meetings of the Council and Administrative Board; shall serve as an *ex officio* member with full voting privileges on all committees unless otherwise indicated by the Constitution or Bylaws; shall keep the Administrative Board fully informed on the activities and affairs of the Council; and shall, from time to time, make recommendations to the Administrative Board for the purpose of enhancing the usefulness of the Council to the university.
- D. Duties of the Vice Chairs:** The Vice Chairs shall have such duties as may be assigned to them, respectively, by the Council Chair.
- E. Duties of the Executive Director of the Council:** The Executive Director shall act as primary liaison between the university and Council members and shall ensure that policies and goals are consistent with university purposes.
- F. Duties of the Director of the Council:** The Director shall act as primary liaison between the university, Council officers, and Administrative Board and shall be responsible for all areas of Council and Administrative Board operations. The Director shall assist the Council and its Administrative Board, officers, and committees; supervise Council record keeping; maintain the Council membership roll; provide notice of Council meetings; and, except as otherwise provided, give notice of Administrative Board meetings.

IX. Records

The Council shall maintain a central file at its principal office. All records of the Council, including documents, lists, correspondence, and other material, shall be kept at such office except as material may be needed in the line of service at any other authorized office of the Council or by any officer, member, or agent of the Council operating away from such office. All such material, other than material released generally, in the possession of any officer, member, or agent of the Council shall be available at all times to the members of the Administrative Board and Officers and other authorized agents of the Council, and shall be delivered to the Council's principal office by

such person on request of the Administrative Board or any Officer or authorized agent of the Council.

X. Fiscal Year

The fiscal year of the Council shall be the twelve (12)-month period commencing July 1 and ending June 30.

XI. Amendments

These Bylaws may be amended by a majority vote of the entire Administrative Board, provided notice thereof shall have been given in the notice of the meeting.

APPENDIX I TO BYLAWS

Administrative Board approved 10-25-12

The following are Council Interest Groups of the Cornell University Council:

1. **Admissions and Financial Aid** shall act in an advisory capacity to the Associate Provost for Admissions and Enrollment; provide a constant emphasis on admissions activities within the Council organization; and provide a strong alumni group prepared to take problems concerning admissions and financial aid to the university administration and trustees as changing events and circumstances may warrant.
2. **Arts** shall increase visibility of Cornell's cultural activities and promote alumni interaction through Cornell-related regional arts events.
3. **Career Services** shall serve as an advisory group to the Director of the University Career Center and provide leadership and support in developing and implementing new career programs and services.
4. **Governmental Relations** shall advise and assist the Director of Federal Relations and the Vice President for Government and Community Relations in advancing Cornell's objectives in its relationships with the various branches and agencies of the United States and state government.
5. **International Programs** shall assist the Director of International Public Affairs and the university with its programs for advancing Cornell's image abroad and with promoting greater involvement by the university's international alumni.
6. **Public Relations** shall advise and assist the Vice President for University Communications in advancing Cornell's image with its various public constituencies.
7. **Student and Academic Services** shall advise the Vice President for Student and Academic Services regarding matters of student life outside the classroom. They also shall provide advice and recommendations regarding the division of Student and Academic Services' goals and objectives and will serve as ambassadors regarding contemporary student life matters to other alumni.
8. **Sustainability: Energy, Environment, and Economic Development** shall organize a resource base of Council members actively involved in business and community endeavors related to sustainability issues; provide the university with emerging trends and initiatives from community groups, government, and industry, especially those that would meet any special needs identified by the Cornell Center for a Sustainable Future; and sponsor programs that promote discussion and networking between students, faculty, staff and Council members.
9. **Technology Transfer** shall assist the university in enhancing its ability to interact with the needs of industry and to transfer knowledge useful to the public sector more effectively, and shall assist the Vice Provost for Technology Transfer and Economic Development and the Executive Director of Cornell Center for Technology Enterprise and Commercialization in evaluating, developing, and marketing university derived technologies.

APPENDIX II TO BYLAWS

Administrative Board approved 10-25-12

The following are committees of the Administrative Board:

1. **Membership Committee** shall assist the Council and the Board of Trustees in maintaining a vigorous, effective, and representative membership to conduct the work of the Council by encouraging submission of nominations for Council membership, reviewing nominations against the Council's membership criteria, and recommending the best-qualified nominees to the Administrative Board and Board of Trustees for election to Council.
2. **Nominating Committee** shall select and nominate candidates for election to become officers of the Council and members-at-large of the Administrative Board. The Nominating Committee's slate shall be presented to the Administrative Board at its spring meeting.

APPENDIX III TO BYLAWS

Administrative Board approved 10-25-12

The following are advisory committees of the Cornell University Council:

1. **Athletics Alumni Advisory Committee** shall advise and assist the Director of Athletics and Physical Education on issues of importance to the department. Members are well informed ambassadors and are also involved in development related activities. Members shall represent a broad spectrum of classes, geographic locations, and sports.
2. **Cornell's Adult University Alumni Advisory Committee** helps the Director of Cornell's Adult University promote continuing education for alumni, parents and friends that is consistent with Cornell's mission.
3. **Human Resources Advisory Committee** shall advise the Vice President for Human Resources, and assist the university administration in its efforts to attract, motivate, and retain quality faculty and staff, and provide technical assistance on related human resource issues.