

Bylaws of the Cornell Alumni Association

I. Purpose

The purpose of these Bylaws is to prescribe regulations for the control of Association affairs.

II. Organization

The association shall be controlled and business conducted by the Board of Directors, Officers, an Executive Committee, Standing Committees and Ad Hoc Committees.

III. Board of Directors

1. Meetings of Association Board. The Association Board shall hold at least two (2) regular meetings in each year, one of which may be held at the same time as the annual meeting of the Association. The Association Board or Executive Committee shall fix the time and place of the meetings. Meetings may be held in person, by conference call, other electronic medium, or any combination of the foregoing.

A quorum for the purpose of any meeting shall be twenty (20) Directors, who shall decide matters by a majority of those present and voting, or as otherwise provided by these Bylaws. For quorum and voting purposes, a Director shall be recognized whether present in person, by conference call, or other electronic media.

2. Transaction of Business of the Association Board. Provided a quorum is present at the subject Association Board meeting, motions regularly made and seconded may be adopted by a majority vote of those present. (This is covered in Section IX.) Reports of committees shall be presented to the Association Board at each regular meeting thereof and otherwise whenever requested. Only the business stated to be transacted at a special meeting of the Association Board will be transacted. Robert's Rules of Order, Revised, are recommended for meetings of the Association and its committees to the extent they are not inconsistent with these Bylaws.

The Executive Committee may, at any time, ask the Association Board to vote on Association matters between regularly scheduled meetings. Association Board members will be given 20 days advance notice via e-mail that a vote will take place. Voting may be held in person, by conference call, other electronic medium, or any combination of the same. Voting in any format will always require a quorum.

IV. Officers

1. Duties of President. The President shall preside at all meetings of the Association, the Association Board, and the Executive Committee; shall be an ex-officio member of all Standing Committees except the Nominations committee; shall be the chief executive officer of the Association and shall have all powers and duties incident to such office; shall conduct the affairs of the Association subject to the control of the Association Board, shall present the annual report of the Association Board to the Association at its annual meeting; and may delegate, as appropriate, his or her duties to members of the Executive Committee (except the Secretary) to ensure full and consistent compliance with these Bylaws.
2. Duties of the Vice Presidents. The Vice Presidents shall oversee committees, meetings or activities assigned to them and perform such other duties as may be periodically assigned by the President, the Executive Committee or the Association Board.
3. Duties of Secretary. The Secretary shall, subject to the direction of the President, oversee all activities of the Association. He or she shall be an ex-officio non-voting member of all standing committees except the Nominations Committee.

The Secretary may assign responsibility for his/her duties among the Alumni Affairs staff.

V. Executive Committee

The Association Board shall have an Executive Committee consisting of Association Officers.

1. Meetings of Executive Committee. The Executive Committee shall hold such meetings between the regular meetings of the Association Board as are necessary for the proper conduct of the business of the Association.
2. Meetings shall be held at such time and place as the Executive Committee may prescribe. The President may call, and upon the request of any three (3) Executive Committee members, shall call meetings to be held at the times and places stated in the respective notice of meetings.
3. Notices of meetings and Director requests for meetings shall be sent by mail or e-mail. Meetings may be held in person, by conference call, other electronic medium, or any combination of the foregoing.
4. A quorum for the purpose of any meeting shall be a majority of members of the Executive Committee. For quorum and voting purposes, a member of the Executive Committee shall be recognized whether present in person, by telephone, or other electronic media.

VI. Committees

1. There shall be the following standing committees:
 - a. Nominations Committee. The Nominations Committee shall consist of five (5) Association Board members to be appointed annually by the Executive Committee, which shall designate its chairperson. The Nominations Committee shall present at or before the spring meeting of the Association Board or Executive Committee, nominations for Directors from the Regions, Directors-At-Large and Officers. The Association immediate past President and an Alumni Affairs staff member serve on the Nominations Committee as ex-officio members. Neither the President nor the Secretary may sit on the Nominations Committee.
 - b. Cornell Alumni Magazine Committee. The Cornell Alumni Magazine Committee shall be responsible for publication of the "Cornell Alumni Magazine" and for administration of its receipts and disbursements in accordance with an approved budget, subject to accountability thereof to the Association Board.

The Cornell Alumni Magazine Committee shall consist of twelve (12) members including the Association President and the President of CACO, or their respective designees, and the Secretary, ex officio (ex-officio does not necessarily mean non-voting) , or his/her designee. The Association Board shall appoint the Chair and Vice-Chair of the Committee.

Each of the nine (9) appointed members of the Cornell Alumni Magazine Committee shall serve a three (3) year term, with terms of three (3) Committee members expiring each year.

- c. Special Committees. Additional committees may be authorized from time to time by the Association Board, provided that (a) a Chair or Chairs be appointed for each such committee; (b) such committee be provided with a purpose or mission statement; and (c) each committee shall report to a Vice President of the Association and shall report its activities to the Board at least once per year.

VII. Nomination and Election of Directors and Officers

1. Director Nominations

The Nominations Committee shall select one or more qualified candidates for each available Director position and present such slate to the Association Board.

Additional candidates may be nominated by petition, provided that they have obtained the signatures of twenty-five (25) alumni on a nominating petition submitted to the Secretary 30 days prior to the election.

2. Election of Directors

The names of the persons nominated by the Nominations Committee, in addition to the names of any person who has properly petitioned, shall be presented to the Association Board for election.

Directors shall assume office on July 1, at which time their predecessor's terms shall expire. Terms shall expire on June 30.

3. The President and Vice Presidents shall be nominated by the Nominations Committee and elected by the Association Board. Terms shall begin on July 1 and expire on June 30. The Vice Presidents terms shall be staggered so that approximately half the Vice Presidents shall be elected each year.
4. Officer Qualifications. To qualify for the office of President, the nominee should be or have been a Vice President. To qualify for the office of Vice President, the nominee must be or have been a Director.
5. Eligibility for Representation on the Association Board. An Alumni Association, College and School Alumni Association, Advisory Council or Other University Organization seeking representation on the Association Board pursuant to Article IV, Paragraph 1, subparagraph (c) of the Constitution must submit an application to the Association Board.

The Association Board shall review the application and shall vote to admit or deny representation to the organization by majority vote. At the time that an organization is admitted, the Association Board shall determine whether the organization is an "Alumni Association", "College or School Alumni Association" or "Advisory Council" or "Other University Organization" for purposes of maintaining its Board representation.

VIII. Amendments

These Bylaws or any provision thereof may be amended, suspended, waived, modified, or repealed at any meeting of the Association Board when a quorum is present, by a vote of two thirds of the Board Members present. All Board members shall be given notice of the meeting as otherwise required in these Bylaws and twenty (20) days notice of any and all proposed amendments and repeals.

Such proposed amendments and repeals may be further amended if the requisite two-thirds vote of the Board Members is attained.

Notice shall be deemed sufficient if sent by either mail or e-mail to each Director at the address designated by that Director for the receipt of notices, and shall be deemed made as of the date of mailing.

For quorum and voting purposes, a Director shall be recognized whether present in person, by conference call, or other electronic media. Voting may be held in person, by conference call, other electronic medium, or any combination of the same.

IX. Fiscal Year

The fiscal year of the Association shall commence on July 1 of each year.