

Constitution of the Cornell Alumni Association

I. Name and Purpose

The name of this organization is the Cornell Alumni Association, hereafter referred to as the "Association."

The purpose of the Association shall be:

- a. To promote in every proper way the interests of Cornell University and to foster among its alumni a sentiment of regard for each other and attachment to their Alma Mater;
- b. To own and publish the Cornell Alumni Magazine
- c. To serve as the principal organization for coordinating all volunteer driven alumni activities with direct operating responsibility for those activities involving large numbers of alumni;
- d. To promote communications between the University and alumni both directly through its own publications and through cooperative efforts using University channels;
- e. To serve as the general alumni association of Cornell University;
- f. To provide for a broadening and continuity of alumni activity and interest in the University;
- g. To identify and develop alumni leaders in an ongoing fashion;
- h. To encourage actively the formation and vitality of local clubs/alumni associations and affinity groups;
- i. To promote and enhance alumni service to the University and to local communities; and
- j. To do any and all proper things necessary or incidental to the realization of these stated purposes.

II. Membership

All persons falling into any of the following Cornell University classifications of alumni shall be members of the Association:

- a. graduates;
- b. matriculates in the undergraduate colleges and schools whose entering classes have graduated;
- c. former candidates for advanced degrees;
- d. military personnel and civilians who, while engaged in full time resident war training programs, have taken courses which are acceptable for credit toward a degree.

III. Meetings

1. Annual Meeting. The Association shall hold an annual meeting for all members at such time and place as shall be fixed by the Association Board or Executive Committee. A quorum for the annual meeting shall be the same number as required for an Association Board meeting quorum. The purposes of the meeting shall be to:
 - a. receive the annual report of the Association Board;
 - b. receive and act upon such reports of other committees as may be presented;
 - c. consider and take action upon such subjects as the Association Board may present; and
 - d. transact such other business and carrying out such other appropriate programs as may be brought before the meeting. The Association Board shall endeavor to provide notice to alumni of the annual meeting.
2. Special Meetings. Special meetings may be held on the call of the Association Board, Executive Committee, or the Association President at such times and places as shall be stated in the respective calls.

3. Annual Report. The Association Board shall make an annual report to the Association at the annual meeting. The annual report shall include such review of the activities of the Association and other material as the Association Board deems of importance to the membership.

IV. Association Board, Directors and Executive Committee

1. Association Board Composition. The Association Board shall consist of members of the Association who qualify as follows, and each shall be called a Director:
 - a. Directors-At-Large

Number and Term of Office. There shall be twelve (12) Directors-At-Large to be elected by the Association Board. The term of office of each such Director shall be two (2) years and the terms shall be staggered so that six (6) Directors shall be elected each year. Directors-at-Large may not serve more than two (2) consecutive two (2) year terms.
 - b. Directors from the Regions.

Number and Term of Office. There shall be a maximum of twenty (20) Directors elected to represent local Cornell Clubs, Alumni Associations and alumni of the Regions as established by the Office of Alumni Affairs and Development. The term of office of each such Director shall be two (2) years and the terms shall be staggered so that approximately half the Directors shall be elected each year. Directors from the Regions may not serve more than two (2) consecutive two (2) year terms.
 - c. The President, chair or other representative designated by the following organizations:
 - College and School Alumni Associations or Advisory Councils;
 - Cornell Alumni Admissions Ambassador Network (CAAAN) Advisory Committee ('C'AC);
 - Cornell Association of Class Officers (CACO);
 - University Council;
 - President's Council of Cornell Women (PCCW);
 - Cornell Mosaic and
 - Other University Organizations as may be found qualified by the Association Board pursuant to Article VII, Paragraph 6 of the Bylaws.
 - d. Association Officers as described in Article V.
 - e. Association immediate past president. This position is non-voting.
 - f. Emeritus Presidents of the Association. This position is non-voting.
2. The Associate Vice President of Alumni Affairs (Associate Vice President) or other Cornell staff member designated by the University to be the University's representative on the Association Board shall be the Association Secretary.
3. Executive Committee. The Association Board shall have an Executive Committee consisting of Association Officers.
4. Vacancies. The Association Board may fill any vacancy in any directorship established under Article IV, Paragraph 1, subparagraph (a) or (b) or may leave such position unfilled during the unexpired term of the directorship.
5. Powers. The Association Board shall have general supervision and control of the Association, its affairs, funds and other property, except as otherwise expressly provided in the Association Bylaws. The Executive Committee shall have and may exercise all the powers of the Association Board between the meetings thereof, subject to the established policies of the Association Board and the Association Bylaws. The Association Board may, at its discretion, delegate elements of its authority to one or more committees, consistent with Article VI of the Association Bylaws.

6. Notice of Meetings. Notice of all meetings of the Association Board or Executive Committee shall be given to each Association Board or Executive Committee member, respectively, in advance of the meeting as follows:
 - a. 30 days for regular meetings and 10 days for special meetings of the Association Board; and
 - b. 10 days for all meetings of the Executive Committee.

Notices of meetings and Director requests for meetings shall be sent by mail or e-mail.

The notice of a special meeting of the Association Board shall include a statement of the business to be transacted. 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 sending. A two-thirds majority of Directors or members of the Executive Committee may waive the time period notice requirement.

V. Officers

1. The Officers shall be:
 - a. a President;
 - b. not fewer than three (3) nor more than five (5) Vice Presidents;
 - c. a Secretary; and
 - d. such officers as the Association Board may appoint for the proper functioning of the Association.
2. Length of Service. The President is limited to one (1) two (2) year term in office, but an extension may be granted by a vote of the Board. The Vice Presidents and any other officers appointed by the Association Board may not serve more than two (2) consecutive two (2) year terms. All elected terms shall be for a two-year period. Partial terms served (such as by reason of filling an unanticipated vacancy) shall not be counted for purposes of term limits.
3. Vacancies. The Association Board may fill any vacancy in any officer position established under Article V, Paragraph 2 or may leave such position unfilled during the unexpired term of the position.

VI. Dissolution

Upon the dissolution or other termination of the Association, the balance of the assets, after the payment or provision for payment of its debts and expenses of dissolution, shall be transferred to any non-profit organization which may succeed it as the general alumni organization of Cornell University, or if there be no such successor organization, then to Cornell University.

VII. Amendments

This Constitution 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 this Constitution 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.