



**Cornell Association of Class Officers (CACO) Bylaws  
Amended January 28, 2011**

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**I. Definitions**

1. "Association" means the Cornell Association of Class Officers (CACO).
2. "Board" means the CACO Board, composed of the Executive Committee and Directors-at-Large of the Association.

**II. Object**

The object of the Association shall be as stated in the Constitution amended January 22, 2005.

**III. Membership of the Association**

The members of the Association shall be as stated in the Constitution amended January 22, 2005.

**IV. Membership of the Board**

1. Number of Board Members. The Board shall consist of the Executive Committee and Directors-at-Large of the Association and the Associate Vice President of Alumni Affairs or his or her designate, who shall be Voting Members. The Directors-at-Large shall include one young alumna/us (no more than ten years from date of graduation at the time of appointment) who shall be appointed by the Executive Committee. The number of Voting Members shall be fixed from time to time by resolution of the Board, but shall be not less than 12 nor more than 20. Non-voting Members shall include the immediate past CACO President, and up to two Trustees (ex officio) members in addition to those specified in the Constitution, as the Board may determine.
2. Qualification of Board Members. Voting Members must be undergraduate alumni of Cornell University who are serving or have served as a class officer.
3. Term of Office. Unless otherwise specified by the Board, the Directors-at-Large shall be elected by the members of the Association at its Annual Meeting. Directors-at-Large shall be elected for two-year terms, may not serve consecutively for more than two terms, but may be reelected after a two-year hiatus from the Board. Directors-at-Large, having served at least one term may be elected to the Executive Committee. Executive Committee members shall be elected for a two-year term and may not serve consecutively for more than two terms. The President, however, shall serve only one two-year term except that the Board may re-elect him/her to a second, consecutive two-year term if it cannot identify a viable successor, or in other exceptional circumstances.

4. Vacancies. Vacancies on the Board occurring between Annual Meetings may be filled by affirmative vote of a majority of the Board. Newly elected Board members fill the remainder of the unfilled term.
5. Meetings. Meetings of the Board may be called by the President or by a majority of the Voting Members of the Board. Thirty days written notice shall be sent to all Board Members.
6. Quorum. A quorum shall be required for the conduct of any business, shall consist of majority of Voting Members then on the Board.

## **V. Executive Committee**

1. Designations. The officers of the Association shall be a President, at least one Vice President, a Secretary, a Treasurer, and, at the discretion of the Board, such other officers as the Board may find necessary for the proper functioning of the Association. The Secretary and/or Treasurer may be an appointed member of the staff of Alumni Affairs.
2. Election Terms. Unless otherwise specified by the Board, the Executive Committee shall be elected by the members of the Association at its Annual Meeting. An Executive Committee member must have served at least one full term as Director-at-Large and one full term on the Executive Committee before being elected President.
3. Duties of President and Vice Presidents. The President shall preside at all meetings of the Association and the CACO Board, and shall be an ex-officio member of all standing committees. The President shall be the chief executive officer of the Association and have all powers and duties incident to such office, and shall conduct the affairs of the Association subject to the control of the Board. The President shall present the annual report of the Board to the Association at its Annual Meeting. Whenever absence or disability requires, a designated Vice President shall perform the duties of the President. The Vice Presidents shall perform such other duties as may be assigned by the Board or the President. The President or presiding Vice President at a duly-called and constituted meeting of either the Board or the Association shall not vote on motions except to break ties.
4. Duties of Secretary. Except as otherwise expressly provided in these Bylaws, the Secretary shall, subject to the direction of the President (1) keep the records and documents of the Association; (2) give notice of all meetings of the Association and the Board; (3) notify the Board and committee members of their election or appointment; (4) act as Secretary of the Board; (5) inform the Executive Committee of their responsibilities under the Association Bylaws and of the affairs and operations pertinent to their respective functions; (6) assist the Association in enlisting the services of class officers in the work of the Association; and (7) perform such other duties as pertain to the office or are assigned by the Board or the President.
5. Duties of Treasurer. Except as otherwise expressly provided in these Bylaws, the Treasurer shall (1) have charge of and administer the funds of the Association and (2) administer the funds appropriated by the University for the use of the Association or its agencies, in each case in accordance with the approved budget and the control of the Board within its jurisdiction. He or she shall cause accurate accounts to be kept of all receipts and disbursements under his or her jurisdiction and make reports thereof to the Association and the Board at its regular meetings and otherwise whenever requested.

6. Vacancies. A vacancy in any office occurring between Annual Meetings shall be filled by affirmative vote of a majority of Voting Members of the Board. Individuals so elected by the Board shall serve until the next Annual Meeting at which officers are elected, at which time they may stand for regular election by the Association.

## **VI. Standing Committees**

1. Committee Membership. Committee chairs shall appoint their committee members. Committee chairs shall present plans to the Board. No policy change shall be made without the approval of the Board. Committee chairs shall keep a record of committee activities. The President and Vice Presidents of the Association shall oversee such committees.
2. Standing Committee Membership. The following committees are those whose activities are permanent in the program of the Association:
  - Committee on Nominations, consisting of three Board members and chaired by the immediate past President, shall be appointed annually by the President. The Committee shall mail to the membership of the Association the names of candidates to be nominated for election as CACO Board Members no less than 30 days prior to the Annual Meeting of the Association.
  - Committee on William “Bill” Vanneman ’31 Outstanding Class Leader Award, consisting of three Board members and chaired by the immediate past president, shall be appointed annually by the President.
3. Other Committees. There shall be committees or a combination of committees to perform the following functions. Each committee shall be chaired by a Vice President or co-Vice Presidents.
  - Leadership Development: Evaluate current officer leadership programming and work on new initiatives to train new and continuing officers.
  - Membership: Evaluate statistics and practices and work with the *Cornell Alumni Magazine* to implement new initiatives to increase duespayer numbers.
  - Diversity and Inclusion: Evaluate current programs and events and work to implement new initiatives to diversify class officer leadership and programming.
  - Communications: Develop communications that help students and alumni identify more closely with their classes and participate in Cornell activities.
  - Student and Young Alumni: Evaluate current programs and events and work to support and implement new initiatives to connect undergraduate student and young alumni to each other and to the university.
4. Special Committees. The President may appoint special committees, and designate their powers and terms.

## **VII. Association Meetings**

1. Annual Meeting. The Association shall hold an Annual Meeting in each year at such time and place as shall be fixed by the resolution of the Board. The purposes of the meeting shall be: (1) delivering

the annual report of the Board, together with a financial report; (2) delivering the report of the Committee on Nominations; (3) receiving and acting upon such reports of other committees as may be presented; (4) considering and taking action upon such subjects as the Board may present; and (5) transacting such other business and carrying out such other appropriate programs as may be brought before the meeting.

2. Special Meetings. Special meetings may be held with at least 30 days prior written notice to the Association by the Board or the President at such time and place as shall be stated in the respective notice.
3. Quorum. All members of the Association present at the Annual Meeting or any special meeting shall be eligible to vote on any matter brought before any such meeting. Fifty members shall constitute a quorum. Motions regularly made and seconded may be adopted by a vote of a majority of the members present, provided there is a quorum present.
4. Notice of Meetings. Notice of the Annual Meeting and of any special meeting shall be mailed to members no less than 30 days prior to the meeting. The notice shall include a statement of the business to be transacted at the meeting. No other notice shall be required.
5. Order of Business. The President shall arrange the order of business at the Annual Meeting. Roberts' Rules of Order shall be the parliamentary authority of all meetings of the Association.

### **VIII. Budget**

The fiscal year shall commence July 1st in each calendar year. The Board shall annually prepare a budget for the Association for the ensuing fiscal year.

### **IX. 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 class activities organization of Cornell University, or if there is no such successor organization, then to Cornell University.

### **X. Amendments**

These Bylaws may be amended by a majority of the voting members of the Board at any duly constituted meeting, provided that notice of the proposed amendment shall have been included with the notice of the meeting prescribed by Article IV, Section 5 of these Bylaws.