

BY-LAWS: CORNELL ILR ALUMNI ASSOCIATION, INC.

(Effective June 19, 2000)
Revised and Approved _____, 2016

Article I
NAME AND PURPOSE

Section 1. NAME

This association shall be known as the Cornell University ILR Alumni Association, Inc., hereinafter referred to as the "Association".

Section 2. PURPOSE

The Association is dedicated to serving the ILR School and its alumni and students. The Association's goal is to provide life-long support to alumni and bring them closer to the School by furthering professional careers, satisfying intellectual curiosities, enhancing personal interests, providing social outlets, furnishing networking and mentoring opportunities, and engaging with current students.

Article II
MEMBERSHIP

Section 1. REGULAR MEMBERSHIP

- A. Regular membership shall consist of all graduates of the School, including holders of advanced degrees.
- B. For the purposes of these By-Laws, the Dean, ILR School; the Chair, ILR Advisory Council; and the Dean's Designated Representative shall be deemed Regular members of the Association (nonvoting).

Section 2. HONORARY OR ASSOCIATE MEMBERSHIP

The Board of Directors shall have full discretion to confer Honorary or Associate membership on persons who are ineligible for Regular membership.

Article III
BUDGET

Section 1. FISCAL YEAR

The fiscal year for the Association shall extend from July 1 to June 30.

Section 2. OPERATING BUDGET

The Treasurer, at the Board meeting prior to the annual membership meeting, shall present to the Board of Directors a tentative operating budget for the next ensuing fiscal year. An affirmative vote of two-thirds (2/3) of those Board members present and eligible to vote shall be necessary for approval of said budget.

Article IV
MEETINGS AND QUORUM

Section 1. ANNUAL MEETING

An annual membership meeting shall be held at Cornell (or such other place as the President, Executive Committee or Board of Directors shall determine) on a date to be determined by the President, the Executive Committee or the Board of Directors.

Section 2. SPECIAL MEETINGS

Special meetings may be held at the discretion of the President, the Board or the Executive Committee.

Section 3 QUORUM

Ten voting members shall constitute a quorum for the transaction of business at any annual or special meeting of the Association unless the Board of Directors requires a higher number for a particular meeting (subject to announcement to the membership of the Association no less than six weeks in advance).

Section 4. VOTING

Each member of the Board of Directors (except non-voting members) shall have one vote and such vote may not be done by proxy.

Article V
BOARD OF DIRECTORS

Section 1. RESPONSIBILITIES AND AUTHORITY

The Board of Directors shall be responsible for the supervision, control and direction of the affairs of the Association; shall determine its policies or changes therein within the limits of the By-Laws; and shall actively pursue its Purpose and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. MEMBERS

The Board of Directors shall consist of thirty (30) elected members, ten (10) of whom are to be elected each year by the Association membership in accordance with the provisions of Article V, Section 4 below, plus the following members:

- A. Dean, ILR School [non voting]
- B. Chair, ILR Advisory Council [non voting]
- C. Dean's Designated Representative [non voting]
- D. Any officer of the Association whose term of office extends beyond that person's term as a Director.
- E. The immediate two Past Presidents of the Association.
- F. Upon graduation, the immediate Past Presidents of the ILR undergraduate and graduate student governments.
- G. Chairs of local Chapters of the Association recognized by the Board of Directors in accordance with the provisions of Article VIII, below
- H. Representatives of special constituencies as appointed from time to time by the Executive Committee and approved by the Board of Directors.

Section 3. TERM OF OFFICE AND TERM LIMITS

Each elected member of the Board shall be elected for a term of three years. No such elected Director may serve more than two consecutive elected terms. The President of the Association shall serve as Chair of the Board of Directors.

Section 4. NOMINATIONS AND ELECTIONS

- A. Not later than February 1 of each year the President shall appoint a Committee on Nominations and Elections (hereinafter referred to as “the CNE”), consisting of a Chair and two (2) members, all of whom are: (1) elected Directors whose terms of office extend beyond the Spring of that year; (2) Chairs of local chapters of the Association; or (3) current or former officers (other than the Dean’s Designated Representative).
- B. Not later than February 15 of each year the CNE shall solicit from the Association membership the names of candidates to fill the ten (10) Board vacancies which shall occur due to expiration of the terms of elected Directors in the Spring of that year.
- C. Elected Directors whose first terms of office are expiring and who are eligible to stand for reelection shall be contacted directly by the CNE to determine their interest in serving second elected terms.
- D. Candidates for election to the Board may be nominated by any Regular member of the Association and may be self-nominated. Each nomination must be addressed to the CNE in writing not later than March 15 (except that the date is extended to the Monday immediately following March 15 in the event that such date occurs on a Saturday or Sunday.) Each nomination must be accompanied by a brief biography of the nominee and a personal statement by the nominee in support of his/her candidacy, in a format approved by the CNE.
- E. Should the number of valid nominations received by the CNE by March 15 be fewer than ten (10), the CNE, prior to March 30 (except that the date is extended to the Monday immediately following March 30 in the event that such date occurs on a Saturday or Sunday), shall use its best efforts to solicit, consider and validate sufficient additional nominations to produce a slate of at least ten (10) valid nominees.
- F. In actively soliciting nominations of candidates for Board election, the CNE shall take into consideration the degree to which the current composition of the Board reflects a balanced representation of the various constituencies served by the School and the demographic profile of the School’s alumni. The CNE also shall consider the degree to which potential candidates have been active in School or alumni activities and, in the case of current Directors eligible for reelection, their attendance and active participation at Board meetings and their active service on Board committees.

- G. Not later than April 15 (except that the date is extended to the Monday immediately following April 15 in the event that such date occurs on a Saturday or Sunday) of each year the CNE shall certify all valid nominations and, with the assistance of the Ithaca office of the Dean's Designated Representative, shall conduct a mail and/or electronic ballot election by the membership in accordance with procedures adopted by the Board of Directors.
- H. Not later than June 1 of each year the CNE shall determine and certify the election results. The President, assisted by the CNE, shall notify all candidates of the election results as soon as practicable after June 1 and shall announce the results to the membership in advance of the annual membership meeting.

Section 5 MEETINGS

The Board of Directors shall meet at least twice a year, normally once during the Fall Term of the School and once immediately prior to the annual membership meeting, on dates and places to be determined by the President and the Executive Committee. A simple majority of those Directors present and eligible to vote shall carry any motion submitted to a vote at any meeting of the Board of Directors.

Section 6 VACANCIES

Board vacancy which occurs due to death, resignation or otherwise may be filled by the Executive Committee for the balance of the term thereof.

Section 7 REMOVAL

If a director fails to attend, either electronically or in person, three consecutive Board meetings without "good cause," the director may be dismissed from the Board.

**Article VI
OFFICERS**

Section 1. ENUMERATION

The Association shall have the following officers: President, two Vice Presidents, Vice-President-Treasurer, Vice President-Secretary, and Dean's Designated Representative.

Section 2. DEAN'S DESIGNATED REPRESENTATIVE

The Dean's Designated Representative shall be appointed by the Dean and shall serve such term of office as the Dean shall determine.

Section 3 DUTIES OF OFFICERS

- A. The President shall be the Executive Officer of the Association; shall preside at all meetings of the Membership, the Board of Directors and the Executive Committee; shall have the authority to sign checks to cover expenses of the Association; and shall have the authority to carry out such other duties as are associated with this office. The President also shall represent the Association as a member of the Board of Directors of the Cornell Alumni Federation and shall attend to such duties as may be required by that office.
- B. The Vice Presidents shall assist the President. In the absence or disability of the President, the Vice Presidents shall preside and function in the President's place and stead.
- C. The Vice President-Treasurer, in conjunction with the President, shall have charge of all funds of the Association. The Vice President-Treasurer shall maintain a record of receipts and expenditures shall have authority to sign checks to cover expenses of the Association and shall carry out such other duties as are associated with this office.
- D. The Vice President-Secretary shall maintain all records of the Association; shall keep and publish the minutes of all meetings of the Executive Committee, the Board of Directors and the Membership; and shall carry out such other duties as are associated with this office.

Section 4. ELECTION OF OFFICERS

- A. Not later than February 28 of each odd-numbered year the President shall solicit from the Board of Directors candidates for election as officers of the Association (other than the Dean's Designated Representative).
- B. Any Director may nominate any current member of the Board other than non-voting members; self nomination is permitted. To be valid, all nominations must be submitted to the President in writing not later than April 1.
- C. Not later than ten (10) days before the Board meeting immediately preceding the annual membership meeting, the President shall present in writing a list of nominated officer candidates to the Board.
- D. The President shall conduct an officer election at the Board meeting which immediately precedes the annual membership meeting. A simple majority of those Directors present and eligible to vote shall carry the election. The new officers shall take office immediately following the election.
- E. The officers shall serve for terms of two years.

Section 5. VACANCIES

A vacancy in any office which occurs due to death, resignation or otherwise may be filled by the Board of Directors for the balance of the term thereof.

**Article VII
COMMITTEES AND THEIR DUTIES**

Section 1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, the Vice Presidents, the Vice President-Treasurer, the Vice President-Secretary, the Dean's Designated Representative, and the two (2) immediate Past Presidents. The President shall chair this Committee. Its duties shall be to confer with and advise the President and to act for the Board of Directors on interim matters affecting the Association.

Section 2. OTHER COMMITTEES

From time to time, the President shall appoint Committees to carry out Association projects. Any Regular member of the Association may serve on such a Committee; however, a majority of each Committee's members and all Committee chairpersons shall be members of the Board of Directors. Each such Committee shall keep the President and the Board informed on the progress of its work and shall present appropriate reports to the Board as required.

**Article VIII
LOCAL CHAPTERS**

Local Chapters of the Association may be established in accordance with procedures adopted by the Board of Directors.

**Article IX
AMENDMENTS**

Proposed revisions or amendments to these By-Laws require approval by the Executive Committee, the Board of Directors and a two-thirds (2/3) vote of those present at a Regular or Special meeting of the Membership; provided, however, that notice of any such proposed revisions or amendments has been sent to each member at least ten (10) days prior to said membership meeting.

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