

BY-LAWS: CORNELL ILR ALUMNI ASSOCIATION, INC.

Last Revised and Approved June 12, 2017

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(non-voting).

Section 2. HONORARY OR ASSOCIATE MEMBERSHIP

The Board (“Board”) shall have full discretion to confer Honorary or Associate membership on persons who are ineligible for Regular membership, by a majority vote.

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 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 shall determine) on a date to be determined by the President, the Executive Committee or the Board.

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 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 (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 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 shall consist of thirty (30) elected members (“Director”), 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 in accordance with the provisions of Article VIII, below. Each active ILRAA Chapter shall have only one vote on the Board.
- H. Representatives of special constituencies as appointed from time to time by the Executive Committee and approved by the Board.
- I. Officers whose terms have expired, may remain on the Board for one year as non-voting members.

Section 3. TERM OF OFFICE AND TERM LIMITS

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

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 that shall occur due to expiration of the terms of elected Directors in the Spring of that year. [See Article VI, Section 4 for the CNE’s responsibilities as to Officer elections.]
- 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.
- H. After the election, 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 and shall announce the results to the membership in advance of the annual membership meeting.

Section 5. MEETINGS

The Board 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.

Section 6. VACANCIES

A Board vacancy that 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, First Vice-President, Second Vice-President, Vice-President - Treasurer, Vice-President - Secretary, and Dean's Designated Representative ("Officers.")

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. The process and requirements for Officers and elections set forth in Section 4 below do not apply to the Deans' Designated Representative.

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 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 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 First Vice-President will 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 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 CNE will provide written notice (which may include mail, e-mail or any other written means) to the Board that nominations for Officers may be submitted by members of the Board in writing, no later than April 1.
- 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 CNE in writing not later than April 1.
- C. Not later than thirty (30) days prior to the Board Meeting that immediately precedes the annual membership

meeting, the CNE will provide the Board in writing (which may include mail, e-mail or any other written means), with a complete list of all nominees who wish to run for office, as well as a slate of officers proposed by the CNE. Prior to publishing the list of nominees and the slate, the CNE will contact those Directors who were nominated, but not chosen for the slate advise them that they were not selected for the proposed slate and ascertain whether they wish to continue their candidacy.

- D. Except as noted in paragraph G below, the CNE shall conduct the election of Officers at the Board meeting that immediately precedes the annual membership meeting. A nominated slate of Officers may be elected by simple majority of those Directors present and eligible to vote shall carry the election. In the event any Officer position is contested, an election for each contested positions will be held and a simple majority is required for the election of any contested Officer position. The new Officers shall take office immediately following the election.
- E. To be eligible to serve as an Officer, the candidate must have served as a Director for a minimum of two years.
- F. The Officers shall serve for terms of two years. An individual may not serve in any Officer position for more than two consecutive terms. Pursuant to these by-laws, an eligible individual may serve in as many as all four Officer positions. Officer term limits may be waived or extended by a 2/3 vote of the Board.
- G. In the interests of maintaining institutional knowledge and continuity in the organization, it is understood that the First Vice-President will serve as the President- elect. As a result, when the President position becomes vacant, the CNE will endorse the First Vice-President to become the new President pending approval of the Board, as set forth in paragraph D above. In the event the First Vice-President is not willing or is determined to be unable to serve as President, then the election procedures set forth in paragraphs A-D above will be followed. A candidate for President must have served as an Officer for at least one year to be eligible to serve as President. This qualification may be waived by a majority vote of the Board.

Section 5. VACANCIES

A vacancy in any office which occurs due to death, resignation or otherwise may be filled by the nomination of the President, in consultation with the Executive Committee, and with the approval of Board 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 First and Second Vice Presidents, the Vice-President-Treasurer, the Vice-President-Secretary, the Dean's Designated Representative, and 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 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. Each such Committee shall keep the President and the Executive Committee informed on the progress of its work and shall present appropriate reports to the Board as required.

Article VIII

LOCAL CHAPTERS AND AFFINITY GROUPS

Local Chapters and Affinity Groups of the Association may be established in accordance with procedures adopted by the Board and the Chapter or Affinity Group Guidelines approved by the Board.

Article IX

AMENDMENTS

Proposed revisions or amendments to these By-Laws require approval by the Executive Committee, the Board 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 Board member at least ten (10) days prior to said Membership meeting.

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