

By-Laws of the Cornell College Alumni Association

Section 1. Membership Membership in the Association shall be automatic for eligible alumni, and there shall be no dues, contributions, or other fees required to maintain membership in good standing. Eligible alumni are individuals who are alumni of the college as a result of graduation, non-graduates who have attended Cornell for a minimum of two consecutive semesters, and individuals bestowed honorary alumni status by the Association.

Section 2. Meetings

A. The annual general meeting of the Association shall be held in the fall on Homecoming Weekend, unless called for at a different time with written notice, as for a special meeting.

B. The Board of Directors shall hold one regular meeting in conjunction with the annual general meeting of the Association in the fall, and shall hold another regular meeting in the spring.

C. Additional regular meetings of the Board of Directors may be called by a majority of the Directors.

D. The dates of the spring meeting and regular meetings other than the annual general meeting shall be determined by the President.

E. Special meetings of the Association may be called by at least nine members of the Board of Directors upon fifteen days' written notice to all Directors.

F. All meetings shall be held in Mount Vernon, Iowa, unless otherwise specified in the call-to-meeting notice.

G. A quorum of the Association shall be those voting members present at the meeting, and a quorum of the Board of Directors shall be a majority of the Directors. All decisions shall be made by majority vote of those members and Directors voting, unless otherwise specified in the Constitution and By-Laws.

H. Any action to be taken at any meeting of the Board of Directors may be taken without a meeting if official consent to the action shall be granted by a majority of the Directors.

I. Any meeting of the Board of Directors may be called into executive session by a majority vote.

Section 3. Directors A. The Board of Directors shall include twenty-one Directors-at-large and the three Class Agents of the most recently graduated classes.

B. The Board of Directors shall include, to the greatest extent possible, a balanced representation of alumni by decade of graduation, by gender, by racial heritage, and by geographical location. Recruitment of Board members shall focus on maximizing diversity as defined above as well as diversity of professional

experience.

C. Directors-at-large shall be elected for three- year terms by the Directors of the Association at the regular fall meeting.

D. Directors-at-large who have served their first elected term shall be eligible for nomination and election to a second consecutive term in office.

E. Class Agents of the three most recently graduated classes shall each serve one three-year term. Should a Class Agent be unable or unwilling to serve on the Board of Directors, a classmate shall be appointed to serve up to one three-year term by the Vice-President for Alumni and College Advancement or designate.

F. At any regular meeting, Directors may be elected to fill vacancies for any unexpired terms created by the election of officers, resignations, or other circumstances. Any Director-at-large filling an unexpired term shall be eligible to for nomination and election to two consecutive terms thereafter.

G. Directors-at-large who have served two consecutive terms shall not be eligible for nomination and election to an additional term until an interval of one year from the last regular meeting attended has passed.

H. Directors shall endeavor to attend all regular and special meetings of the Association and the Board of Directors. After two successive absences, a Director may be removed and replaced as determined by the Executive Committee.

Section 4. Officers A. Officers shall be elected by the members of the Association at the annual meeting. Officers include

President, President-elect, and Chairs of the Standing Committees.

B. The President shall be elected for a term of four years: one year as President-elect, two years as President, and one year as Immediate Past President.

C. The President-elect shall be elected from within the active members of the Board during the annual meeting of the sitting President's first year in office. The President-elect will serve for a term of one year, commencing immediately after the annual meeting, after which the President- elect will automatically be elected to the office of President.

D. The President-elect shall assist the President and shall perform the duties of the President in the absence or disability, or upon the death, of the President. In this event, if the President-elect shall fail to or be unable to serve, the Board of Directors shall elect one of its members to serve as President and another member to serve as President-elect.

E. The President shall preside at all meetings of the Association and the Board of Directors, and shall appoint all standing and *ad hoc* committees subject to the approval of the Board of Directors.

F. Upon completion of service as President, the President shall become the Immediate Past President and shall serve a one-year term as *ex officio* member of the Board of Directors.

G. Chairs shall be elected for a 3-year term, the first of which is served as Chair-Elect under the 3rd year of the then serving chair.

H. Chairs of the Standing Committees shall be elected from within the active members of the Board during the regular spring meeting of the sitting Standing Committee Chair's term in office. The Chair-Elect will serve for a term of one year, commencing immediately after the fall regular meeting, after which the Chair-Elect will automatically be elected to the office of Standing Committee Chair for the respective committee. The Executive Committee may remove a chair by a unanimous vote of the committee, not including the chair in question, and vacancies will be filled by appointment by the President until the next spring meeting.

I. Chairs of the Standing Committees shall preside at all meetings of Standing Committees and shall assist the President in appointing Directors to each Committee.

J. Officers shall serve as a member of the Alumni Association Board of Directors until the conclusion of their term as an officer or their Director-at large term is completed, whichever is greater.

Section 5. Executive Committee A. The Executive Committee of the Association shall have the power to act between meetings of the Board of Directors. Any decisions or recommendations, other than administrative or procedural, made by the Executive Committee must be presented to the full Board of Directors for approval.

B. The Executive Committee shall consist of the President, the President-elect or Immediate Past President, and the Chairs of the Standing Committees. The Vice President for Alumni and College Advancement or designate shall be ex officio member of the Executive Committee.

Section 6. Standing Committees

A. Each Director shall be assigned to serve on one of three standing Committees, each of equal size, with Officers (President, President-elect and/or Past-president) as ex officio members of all committees. These Standing Committees may be changed or eliminated only by a majority vote of the Board of Directors.

B. The Director Selection and Awards Committee shall oversee the nominations and orientation of new Directors to the Alumni Board and it shall also coordinate the nominations and slating of Alumni Association awards.

C. The Programming Committee shall.... Support the engagement of alumni through activities and events including regional club programming, Homecoming programming, and other efforts to bring alumni to campus as well as for alumni to connect off campus. This committee will also partner with the college to support student focused activities where it makes sense to have alumni involved.

D. The Communication Committee shall...support the communication efforts of the college with alumni through a variety of methods (Cornell Report, email, Website, social media, etc.) This committee will also work to raise awareness of the existence and activities of the Alumni Board of Directors in order to further engagement opportunities with the alumni association members.

E. Each Standing Committee shall be supported by one or more members of the Division of Alumni and College Advancement, or other members of the College administration as necessary and appropriate.

Section 7. Division of Alumni and College Advancement

A. The Board of Directors of the Association shall provide advice and counsel to the Division of Alumni and College Advancement, led by the Vice-President for Alumni and College Advancement.

B. The Division of Alumni and College Advancement shall be responsible for the administration, operation, and direction of the Alumni Office and its duties which shall include, but not be limited to, organizing and promoting on-campus class reunions at five-year intervals; supporting and promoting off-campus alumni gatherings; assisting alumni leaders in coordinating volunteer activity; maintaining comprehensive alumni records; and consulting on communications to alumni from the College.

C. The Division of Alumni and College Advancement shall work in cooperation with other College administrative offices to promote awareness of the Association's purpose and functions, student participation in the Association's programs, and alumni interaction with students on and off campus.

D. The Division of Alumni and College Advancement shall be responsible for giving written notice of all Association and Board of Directors meetings, as well as compiling and archiving minutes from these meetings.

Section 8. Ad Hoc Committees

Ad hoc committees may be formed, when necessary and appropriate, at the direction of the President or upon the recommendation of the Board of Directors. Staff members in the Division of Alumni and College Advancement may serve as *ex officio* members of any ad hoc committee.

Section 9. Procedure

Robert's Rules of Order, most recent edition, shall govern all meetings of the Association.

Section 10. Effective Date

These By-Laws shall take effect immediately upon adoption by the Board of Directors.

Adopted May, 1998; amended September, 2000; amended October, 2005; amended October, 2008; amended April, 2010; amended October, 2011; April 2014; April 2016; April 2019.