

Constitution of the Cornell Club of Ithaca

ARTICLE I- NAME & PURPOSE

SECTION 1: This organization shall be known as the Cornell Club of Ithaca Inc, dba Cornell Alumni Association of the Ithaca Area (hereinafter referred to as the Association).

Its purpose is to promote in all respects the welfare and to extend the influence of Cornell University in the Ithaca area. The Association shall provide a forum for the University to conduct its fund-raising efforts, recruit students, and foster friendships and sociability of persons who are currently or have been connected with Cornell University.

ARTICLE II- MEMBERSHIP

SECTION 1: Any person residing in the Ithaca area who is now or has been a registered student in any department or course at Cornell University; any person who has been connected in any official capacity with the instructing or administrative staff of Cornell University; the spouse, widow or immediate family member of any person who is or has been eligible for membership; or those named to an honorary status by the Board are eligible for membership in this Association.

ARTICLE III- OFFICERS AND DIRECTORS

SECTION 1: Officers

The officers shall be a President, Vice President, Secretary and Treasurer. Officers shall be elected at the Annual Meeting and shall serve for terms of two years.

SECTION 2: Board of Directors

The business of the Association shall be transacted by a Board of Directors consisting of the Officers and an additional six to twelve individuals (Directors) elected by the membership. The Board of Directors shall have the authority to appoint individuals to fill any vacancies in the Board's membership. The term of such appointment shall be through the end of the current fiscal year (as defined in Article IX); thereafter the vacancy may be filled only through election at the Annual Meeting. Current staff of Cornell University's division of Alumni Affairs and Development who oversee Regional programs (or future University organizational units with a similar mission) may serve as Directors, but are not eligible for Officer positions.

SECTION 3: President

The President shall call and preside over all meetings of the Association and of the Board of Directors, and shall perform other duties pertaining to that office. The President shall serve ex-officio on all committees.

SECTION 4: Vice President

The Vice President shall perform the duties of the President in his/her absence or his/her inability to act. Should the office of President be vacated, the Vice President shall succeed to the office and become President for the remainder of the term.

Constitution of the Cornell Club of Ithaca

SECTION 5: Secretary

The Secretary shall give notice of all meetings of the Association. The Secretary shall keep accurate minutes of all meetings of the Association and of the Board of Directors. The Secretary shall conduct the general correspondence and keep the records of the Association. The Secretary shall, with the President, execute all written contracts made by the Association.

SECTION 6: Treasurer

The Treasurer shall have custody of all the funds and securities of the Association. The Treasurer shall collect all monies due to the Association, and shall make disbursements as directed or authorized by the Board of Directors. The Treasurer shall keep an accurate record of all receipts and disbursements, and shall make reports thereof at the regular meetings of the Board of Directors. The Treasurer shall make a full report of the financial affairs of the Association at the Annual Meeting of the Association. The Treasurer shall keep all scholarship, loan, and all other funds separate and distinct from each other and from the operating funds of the Association.

SECTION 7: Removing an Officer or Director

Any Officer or Director of the Association may be removed by a two-thirds vote of the full Board of Directors. The Board of Directors shall have the authority to fill the vacancy created by such removal per Section 2 of this Article.

ARTICLE IV- COMMITTEES

SECTION 1: The standing committees shall be the Executive Committee and the Nominating Committee. The Board of Directors shall have the authority to create and dissolve additional committees as it deems necessary. The work of each committee shall be under the direction of the Board of Directors. At each regular meeting of the Board of Directors, a report shall be required from each committee chair.

SECTION 2: The Executive Committee shall consist of the Officers (President, Vice President, Secretary, Treasurer). The Executive Committee shall be empowered to take action usually reserved to the Board of Directors upon the approval of the President and two other Officers. Such action shall have the same force and effect as if taken by the full Board of Directors. The President shall report any meetings and actions taken by the Executive Committee at the next regular meeting of the Board of Directors.

SECTION 3: The Nominating Committee shall consist of the President and three other members of the Association chosen by the President. The President shall notify the Board of Directors of the composition of the Nominating Committee. The duty of the Nominating Committee shall be to nominate a slate of Officers and Directors to be presented for election at the Annual Meeting of the Association.

Constitution of the Cornell Club of Ithaca

ARTICLE V- MEETINGS

SECTION 1: The number of meetings of the Association to be held each fiscal year shall be determined by the Board of Directors.

SECTION 2: Regular meetings of the Board of Directors shall be held at least four times during each fiscal year. All members of the Board of Directors must be notified of all meetings.

SECTION 3: The Annual Meeting of the Association shall be held during the last quarter of the fiscal year, for the purpose of electing Officers and Directors, giving reports, and any other business that may properly come before such a meeting. Notice of the Annual Meeting shall be sent to all members of the Association no later than fifteen (15) days before the meeting.

SECTION 4: Special Meetings of the Association may be called by the President, or by three (3) members of the Board of Directors, or by ten (10) members of the Association. Notice of a Special Meeting shall be sent to all members of the Association no later than fifteen (15) days before the meeting.

SECTION 5: The latest edition of “Robert's Rules of Order, Revised” shall govern all business meetings on matters not otherwise covered in either this Constitution or such Bylaws as shall be adopted by the Board of Directors.

SECTION 6: A quorum for a meeting of the Board of Directors shall consist of five (5) of its members. A quorum for an Annual or Special Meeting of the Association shall consist of ten (10) members of the Association.

ARTICLE VI-ELECTIONS

SECTION 1: Election of officers and directors shall take place at the Annual Meeting.

SECTION 2: A Candidate for office shall be a member of the Association. Consent of all persons nominated for office shall be obtained.

SECTION 3: Other nominations, in addition to those submitted by the Nominating Committee, may be filed with the President or the Secretary not later than ten (10) days prior to the election, on petition of ten (10) members of the Association. No nominations will be received from the floor.

SECTION 4: Officers and Directors shall be elected by a majority of votes cast. The Officers and Directors shall be elected for two year terms.

SECTION 5: The President may serve no more than two consecutive terms.

Constitution of the Cornell Club of Ithaca

ARTICLE VII- AMENDMENTS

SECTION 1: This Constitution may be amended by a two-thirds vote of those members of the Association present at the Annual Meeting or a special meeting of the Association called for the purpose. The Secretary shall send a copy of the proposed amendment to each member of the Association at his/her address as shown in the records of the Association, at least fifteen (15) days and not more than thirty (30) days prior to the date of the meeting at which the proposed amendment is to be voted on. Amendments may be proposed by majority vote of the Board of Directors or petition signed by ten (10) members of the Association submitted to the Secretary.

ARTICLE VIII- BYLAWS

SECTION 1: The Board of Directors, by majority vote, shall have the power to adopt, change or amend Bylaws as it deems necessary.

ARTICLE IX- FINANCES

SECTION 1: The fiscal year of the Association shall be July 1 through June 30, in keeping with the fiscal year of Cornell University.

SECTION 2: ANNUAL DUES The amount of dues for membership in the Association shall be set and made payable at such time as shall be determined by the Board of Directors.

SECTION 3: BANK ACCOUNT All bank accounts shall be in the name of the Association. A separate account for Scholarship purposes may be maintained by the Association or by Cornell University.

SECTION 4: SALARIES AND FEES No Officer or Director shall receive compensation for services to or on behalf of the Association. The Board of Directors is authorized to adopt a policy governing reimbursement of expenses. Such a policy would be considered a Bylaw as defined in Article VIII.

ARTICLE X- DISSOLUTION

SECTION 1: Upon 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 University-recognized general alumni organization of Cornell University, or if there be no such successor organization, then to Cornell University.

SECTION 2: In the event that ARTICLE X, SECTION 1, shall become operative, the Scholarship Fund of the Association shall be neither invaded nor otherwise diminished and shall be turned over intact to the successor organization or to the University.

Amended at the Club Annual Meeting (6-22-2017)