

Cornell University
College of Agriculture and Life Sciences
Alumni Association

Cornell University's College of Agriculture and Life Sciences (CALs) is considered the very best college of its kind in the nation, if not the world. Its mission is to discover, integrate, disseminate, and apply knowledge about agriculture and food sciences, applied social sciences, environmental sciences and the life sciences as a basis for sustainable improvement in the lives of people throughout New York, the nation, and the world.

The Association (as defined below) was founded on February 25, 1909, when Dean Liberty Hyde Bailey presided over a meeting of current and former students gathered to discuss the need for the college. The Association's first constitution was adopted in 1910 and all subsequent amendments as listed at the end of this Constitution and Bylaws.

Constitution and Bylaws

Article I: Name

The name of this organization shall be the Alumni Association of the College of Agriculture and Life Sciences at Cornell University (the Association).

Article II: Mission and Objectives

Section A: Mission Statement To promote the mission of CALs and to facilitate lifelong relationships among CALs alumni, CALs and Cornell.

Section B: Objectives The Association and its volunteer leadership seek to accomplish the above mission by:

1. Providing a network for alumni to be active in the affairs of CALs.
2. Assisting with the recruitment, recognition, and placement of well-qualified students and alumni.
3. Representing the interests of CALs to the general public.
4. Keeping alumni membership informed of research, technology, and new developments.
5. Providing an accurate reflection of community concerns to CALs leadership.
6. Providing opportunities for social interaction and the celebration of CALs memories for alumni.

Article III: Membership

Both degreed and non-degreed former and current students of CALS, *as well as* current faculty and staff of CALS.

Article IV: The Board of Directors

Section A: The Board of Directors (the Board) of the Association shall have general control and management of the affairs of the Association, and to the extent not conferred upon or reserved solely to any Officer herein, shall transact all business of the Association and carry out and execute its purposed and Constitution and Bylaws and adopt such rules and procedures, not with any provision herein, as it may deem proper to serve such purpose.

Section B: Membership The Board shall consist of up to thirty-seven (37) members, made up of those members described in Section H of Article IV and thirty-three (33) elected voting members (collectively, the “Directors” and individually, each “Director”), the number of voting members to be determined from time to time by the Board and comprised in accordance with the following: 28 individuals selected to represent diverse geographic districts and/or serving at-large positions (of which 6 shall be Officers), 2 undergraduate students, 1 graduate student, 1 faculty member, and the immediate past President of the Association (if his/her term as Director has ended). All Directors, except Student Directors, must be members of the Association both at the time of their elections and during their tenures on the Board; provided that, all Student Directors must be actively registered and in good standing with CALS both at the time of their elections and during their tenures on the Board.

Section C: Election Directors shall be elected at the Regular Meeting, except for the faculty Director, who shall be appointed by the Dean of CALS as necessary and Ex-officio members, who shall assume their positions in accordance with Section H of this Article IV, and shall assume their respective positions at the end of the Regular Meeting.

Section D: Terms The terms of each Director (except with respect to Ex-officio members) shall be as followed:

- a) Three (3) years from the date of assuming the position and until his/her respective successor is elected and qualified or until the Director’s resignation or removal; provided that, each Student Director and the Faculty Director shall serve two (2) year terms.
- b) Directors may not serve more than two (2) full consecutive terms. Directors may return to the Board following a one (1) year absence.
- c) Subject to Section D of Article V hereof, upon the expiration of an Officer’s term, such individual may still hold the position of Director.

Section E: Quorum A majority of the Board shall constitute a quorum for any meeting of the Board and the transaction of business. Unless otherwise expressly specified herein, a majority vote of the Board members present at a meeting at which a quorum is present shall be the act of the Board.

If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum is obtained by providing at least twenty-four hours notice of the time and place of such adjourned meeting.

Section F: Vacancies Upon a vacancy of a Director, the Board may appoint a replacement Director who shall hold such position until such time as the earlier of the expiration of the term of office of the Director whom he/she replaced or a replacement is elected, or appointed as the case may be, at the Regular Meeting and qualified. The Board may use a vacancy during a three-year term to establish a new three-year term (versus filling an unexpired term) to bring a balance of term expirations to the Board.

Section G: Resignation Any director may resign at any time by notice given by electronic transmission to the President and such resignation shall take effect at the date of receipt of such notice or at such later time as therein specified.

Section H: Removal The Board may (a) by a majority vote of the Board members in attendance, suspend and/or remove any Director at any time at the Board's discretion should the Board determine it to be in the best interests of the Association and (b) in accordance with Section E of this Article IV, replace a member to complete the term of any Director absent from three (3) or more consecutive meetings of the Board. Prior to a vote for removal under this Section G, the Director shall be notified.

Section I: Ex-officio members of the Board, who shall be non-voting members, may include one or two staff members from the CALS Office of Alumni Affairs and Development, the Dean of CALS (or his/her representative), up to four (4) at-large student representatives, and a development liaison as appointed by the Dean. Ex-officio members may be replaced from time to time and need not hold such positions for full three year terms as described in Section D of this Article IV.

Article V: Officers

Section A: Officers The officers of the Association shall be a President, Vice President for Alumni Engagement, Vice President for Planning and Marketing, Vice President for Recognition, and Treasurer, each of whom shall be selected by the Board, and a Secretary, who shall be appointed by the Board (collectively, the "Officers" and individually, each an "Officer"), each of whom shall be a member of the Board and shall exercise such powers and perform such duties as described below.

1. President: The President shall be the presiding officer of the Board and shall serve as the Chair of the Executive Committee. The President shall establish all dates and time of, and call and preside over, all meetings of the Association and the Board, appoint members to and be an ex-officio member of all committees (except the Nominations Committee), and perform all duties that usually pertain to the presidency.

2. President-elect: The President-elect shall train for the roles and responsibilities of the President's office by serving in a shadowing role. The President-elect can serve on any of the standing or *ad-hoc* committees. The President-elect assumes the duties of the President if the President resigns or is removed. The President Elect assumes the role of President when the current President's term ends
3. Vice President for Alumni Engagement: The Vice President for Alumni Engagement shall serve as the Chair of the Alumni Engagement Committee, and perform such duties as may be set by the Board or requested by the President.
4. Vice President for Planning and Marketing: The Vice President for Planning and Marketing shall serve as the Chair of the Planning and Marketing Committee and perform such other duties as may be set by the Board or requested by the President.
5. Vice President for Recognition: The Vice President for Recognition shall serve as the Chair of the Recognition Committee and perform such other duties as may be set by the Board or requested by the President.
6. Treasurer: The Treasurer shall make financial reports at all Regular Meetings, prepare the annual budget in consultation with the Executive Committee for approval by the Board, and perform such other duties as may be set by the Board or requested by the President.
7. Secretary: The Secretary shall be an ex-officio (non-voting) member of all standing committees and shall keep accurate minutes of all meetings of the Board, which shall be approved by the Board at the subsequent Regular Meeting. The Secretary shall also assist the President in developing meeting agendas, shall collect reports from the Chairs, and shall perform such other duties as may be set by the Board or requested by the President.

Section B: Additional Officers Additional officers shall be appointed by the Board as they deemed necessary, shall hold office terms as prescribed by the Board, and shall exercise such powers and perform such duties as determined by the Board from time to time.

Section C: Election Officers for the succeeding year shall be elected by a simple majority vote of the Board who are present or in the case of the Secretary, appointed by the Board, at the typically last Regular Meeting of any fiscal year and shall assume their respective positions at the end of the Regular Meeting of such fiscal year. The Nominations Committee shall put forward a slate of officers for the board's vote (as stated in Article VII, Section B). The first vote shall be for or against the entire slate of officers. If the slate of officers fails to be elected, nominations for individual officers will be accepted from the floor, and those will be voted on.

Section D: Term Each Officer shall hold his/her office for a term of one (1) year from the date of assuming the position and until his/her respective successor is elected and qualified or until his/her earlier resignation or removal.

Section E: Resignation Any Officer may resign at any time by notice given by electronic transmission to all other Officers and such resignation shall take effect at the date of receipt of such notice or at such later time, as is therein specified.

Section F: Vacancy Any vacancy shall be filled by the Board in accordance with Section E of Article IV hereof, except as described in Section A of this Article V.

Section G: Removal The Board may, by a majority vote of the Board members in attendance suspend and/or remove any Officer at any time at the Board's discretion should the Board determine it to be in the best interests of the Association. Prior to a vote for removal under this Section G, the Officer shall be notified. An Officer shall automatically lose the officer position if removed as a Director.

Article VI: Meetings

Section A: Regular Meetings Regular meetings of the Board shall be held at least three (3) times per fiscal year at such places and at such times as the President shall designate as specified in the notice of each such meeting to be provided to each member of the Board not less than ten (10) nor more than forty (40) days prior to such meeting. Regular meetings are open to any members in good standing of the Association.

At the last Regular Meeting scheduled in a fiscal year, (a) the President shall present an annual President's Report of the preceding year, a copy of which shall be attached to the minutes of the meeting, (b) the Board shall elect the Officers and appoint the Chairs for the succeeding year, and (c) the board shall elect the Directors for the succeeding term.

At any point during a Regular Meeting, a Director can motion to call an Executive Session of the Board, where only members of the Board can be present.

Section B: Special Meetings Special meetings of the Board may be called at any time and place by the President by notice, stating the purpose for which the meeting was called, provided to each member of the Board not less than ten (10) days prior to such meeting. Special Meetings shall also be called by the President in like manner and on like notice upon the request of a majority of the Board. The ten (10) day notice may be waived in an emergency at the discretion of the Executive Committee.

Section C: Presence at Meetings Members of the Board may participate in any meeting of the Board, and its committees on which they served, through the use of teleconference, video-conference, or other electronic communications modes that allow all participants to be involved in live, interpersonal interaction. This kind of virtual participation shall constitute attendance and presence at the meeting. Any voting action taken at such a meeting meetings may be taken verbally unless a written vote is necessary, and then electronic voting (i.e., email or some other like means) from the virtual participant will be acceptable.

Article VII: Committees of the Board

Section A: Purpose There shall exist various committees from time to time in order to carry out the goals and strategies of the Association. The work and activities of each committee shall be under the direction of the Board and generally described in this Section A. Aside from the standing committees listed below, the Board, upon simple majority vote of those Directors present, shall have the power to appoint or dissolve any additional committees which may be deemed advisable. Each committee shall consist of a Chair, Directors, and any interested parties who the Chair or President designate, the number of which shall be as deemed necessary by the Board. Unless the Board provides otherwise, at all meetings of any committee, a majority of the then authorized members of such committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of such committee present at any meeting at which there is a quorum shall be the act of such committee. Each committee shall keep regular minutes of its meetings and at each Regular Meeting a report shall be required from each Chair. Unless the Board provides otherwise, each committee designated by the Board may make, alter, and repeal rules and procedures for the conduct of its business; provided that, in the absence of such rules and procedures, each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article IV hereof.

Section B: Standing Committees The standing committees of the Association and their purposes shall include:

1. Alumni Engagement -- Identify needs, programs that work, and other activities to cultivate alumni engagement and develop campus and regional events and celebrations to move alumni into roles of partnership and advocacy with CALS.
2. Planning and Marketing -- Develop, for Board approval, the Association's goals and strategies outlined within its Strategic Plan and track progress toward achieving these goals. Deal with other issues related to marketing, policy, structure, and governance.
3. Nominations -- Recommend Association members for appointment to the Board and a slate of officers for the Board, revise district boundaries, and build a strong and representative Board.
4. Recognition -- Select and recognize outstanding alumni, faculty, and volunteers through awards and public recognition.
5. Young Alumni -- Mobilize the opinions and advice of young alumni (those who graduated ten (10) years or less from CALS) for guiding Association activities, seeking to motivate them to become engaged as partners and advocates of the CALS mission.
6. Student Leadership -- Encourage stronger relationships between current students, potential students, the Association, and CALS.
7. Executive -- Oversee the business of the Association and conduct necessary business between meetings of the Board. This committee shall include the Officers and Chairs.

Section C: Committee Chairs Each committee shall have a chair; provided that, the chair of each committee may consist of one or two individuals who in the latter case shall work collectively (individually and collectively, the "Chairs"), as appointed by the Board at the last Regular Meeting scheduled in a fiscal year except for the Chairs of the Planning and Marketing Committee, Alumni Engagement Committee and the Recognition Committee, which shall be filled by the appropriate Vice Presidents in accordance with Section A of Article V hereof. Each Chair shall serve a term of

one (1) year, commencing upon his/her appointment and ending at the conclusion of such subsequent Regular Meeting. The Chairs shall convene regular meetings of their committees and provide committee leadership throughout the terms of their appointments, make regular reports at Board meetings, recommend actions for Board approval (as needed), and prepare annual reports in a timely manner that shall be included as part of the President's report.

Article VIII: Miscellaneous

Section A: Leader Succession: At the expiration of the President's term, the President-elect shall succeed the President, unless the President-elect resigns or is removed. If a vacancy occurs in the role of President-elect, the board may elect the standing President to a second term, not to exceed a total of two consecutive one-year terms.

Section B: Dissolution Upon dissolution of the Association, all assets of the Association shall revert to CALS.

Section C: Parliamentary Authority The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with this Constitution and Bylaws and any special rules of order that may be adopted.

Section D: Salaries and Fees No member of the Board, including an Officer position, is to receive compensation for services to or on behalf of the Association. Reimbursement of reasonable expenses, fully documented and approved by Cornell University, may be allowed.

Section E: Notice and Waiver of Notice Whenever any notice is required, such notice shall be deemed sufficient if provided by electronic communications to the electronic address given by the recipient as it appears in the records of the Association, and such notice shall be deemed dated on the day of such mailing. Whenever any notice is required, any person entitled to said notice may waive such notice by means of electronic transmission before or after said notice is required. Attendance of a person at any meeting shall constitute a waiver of notice of such meeting.

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

Article IX: Amendments to Constitution and Bylaws The Board may alter, amend, repeal, or adopt any provision of this Constitution and Bylaws as proposed by any of the Board by a two-thirds vote of those Board members who are present at any Regular Meeting; provided that the proposed alteration, amendment, repeal, or adoption shall have been placed in the hands of each member of the Board at least sixty (60) days prior to said meeting, for consideration by the Board and for insertion in the call for meeting.

Adopted:

February 9, 1916

Amended:

February 14, 1917
February 14, 1940
February 11, 1941
June 15, 1974
June 11, 1977
June 10, 1978
March 25, 1979
March 29, 1980
June 14, 1980
July 26, 1982
October 9, 1987
April 6, 1991
October 9, 1992
April 3, 1993
June 11, 1993
April 8, 1994
June 10, 1994
November 15, 2002
June 11, 2010
November 10, 2012
June 7, 2013
April 16, 2016
February 6, 2017
April 27, 2019