

## **Constitution and By-laws of the Cornell Class of 1965**

[As presented to the Class on June 12, 2005](#)

### **Article I: Name**

This organization shall be known as the Cornell Class of 1965 (hereinafter "the Class").

### **Article II: Purpose**

The purpose of the Class is to build affinity, maintain communication between Cornell and classmates, promote the interests of Cornell and provide Cornell with assistance in planning and executing alumni programs, both on and off campus, relating to Class activities which by their nature will build a feeling of good will toward the University. Class officers and Class Council members serve as volunteers working on behalf of the University.

### **Article III: Membership**

Any person listed on the official records of Cornell University as having entered with or transferred into the Class of 1965 is automatically a member of the Class. A member whose class dues are current is eligible to vote in class elections

### **Article IV: Voting and Meetings**

Section 1: The President shall call a general class meeting at least once every five years. One general class meeting shall coincide with the University-sponsored Class reunion in Ithaca.

Section 2: Any dues current member may vote for the Class of 1965 Executive Committee by absentee ballot. Such vote must be in writing (mail or email) and addressed to the Secretary of the Class and received prior to the date of the live vote. The Executive Committee shall disseminate information for an absentee ballot procedure, by the Class website or otherwise, in a timely manner that will provide a reasonable opportunity for use by Class members. The Secretary shall record such vote so that it may be added to the votes cast by voting members at the meeting.

Section 3: Quorum: At meetings of the Executive Committee, at least one-third of the elected members, but in any event not fewer than eight members, shall constitute a quorum to conduct business. The quorum count shall include members who participate by telephone.

### **Article V: Class Organization**

Section 1: Between general Class meetings, the affairs of the Class shall be administered and handled by an Executive Committee of at least 15 and no more than 25 members, exclusive of university staff. The University staff assigned to the Class of 1965 by Alumni Affairs and Development will serve as *ex-officio* members in a non-voting, advisory capacity and shall not be counted for the purpose of a Quorum.

Section 2: The Class of 1965 Executive Committee shall be composed of the Class Officers and the Class Council ("elected members") and *ex officio* members. All elected members must pay their Class dues annually.

Section 3: Elected members of The Class of 1965 Executive Committee have the status of University volunteers and are uncompensated individuals who

perform services directly related to the business of the class and in support of University activities, both on and off campus. Each elected member, while acting as an Executive Committee member (University volunteer), shall abide by University policies and external regulations that govern his/her actions, including but not limited to those of ethical behavior, confidentiality, and financial responsibility. Elected members shall disclose all dealings with Cornell or the Class in which they or a member of their immediate family have a financial interest.

**Article VI: Election and Removal of Executive Committee Members**

Section 1: All Executive Committee members shall be elected at the reunion Class meeting for a term of five consecutive years. In the event of a vacancy of an elected member of the Executive Committee, Section 11 below shall govern the election of a successor for the duration of the five-year term.

Section 2: Candidates for the Executive Committee are elected to specific offices pursuant to the procedures set forth in Section 3, below. The class web site shall provide information describing the duties of each office. An officer shall serve in the same office for the duration of the elected term and may also perform such additional duties as requested by the President.

Section 3: No later than 120 days immediately prior to the Class meeting to be held at reunion, the Executive Committee by majority vote shall elect a Nominating Committee consisting of five (5) members of the Class who are eligible to vote in Class elections. No member of the Nominating Committee may participate in the consideration of nominees for the position of a class officer (as enumerated in the first sentence of Article VII, Section 1) for which he or she wishes to remain eligible. At least two (2) members of the Nominating Committee shall not be members of the Executive Committee at the time of their nomination. The Committee shall elect a Chair from among its members. Their names shall be posted on the Class website as soon as practicable to facilitate communication with persons who desire to serve on the Class Executive Committee.

- A. No later than 60 days immediately prior to the Class meeting to be held at reunion, the Nominating Committee shall deliver to the President and the Secretary a slate of Class Officers and Class Council members that are to be presented for election at the reunion Class meeting.
- B. As soon as practicable, the President and Secretary shall make the slate available to the Executive Committee and assure that it is posted on the Class website. Nominees may provide a statement of up to 250 words about their interest in the position for which they have been nominated, which statement shall be posted on the Class website along with their name and the title of the position for which he or she has been nominated.
- C. The slate shall be presented to the Class for election by majority vote during the reunion Class meeting.

- Section 4: An officer may resign by sending written notice (mail or email) to the President, who shall promptly advise members of the Executive Committee of such resignation. The President may resign the office or resign from the Executive Committee by sending written notice to the members of the Executive Committee. A resignation shall take effect at the time specified in such notice. Elected members of the Executive Committee who do not pay their annual dues by June 30 will be suspended automatically from the Committee until dues shall have been brought current.
- Section 5: An elected member may be removed involuntarily for cause in accordance with Sections 6 through 10, below. Whenever feasible, allegations of non-performance of duties, or interference with duties of other officers, or ethical breaches, or other adequate cause shall be resolved informally, normally with the involvement of the President.
- Section 6: Removal of a member who is not the President is initiated by a written request from the President and at least one other member of the Executive Committee, or at least two other members of the Executive Committee, to the member with a copy to the President. This request shall present and detail a specific showing of cause of the type listed in Section 5.
- Section 7: If informal efforts do not produce a timely solution, the President shall present the written request to the full Executive Committee. The individual member has a right to respond in writing to the Executive Committee within 30 days of the Executive Committee's having received such written request from the President.
- Section 8: A complaint about the President may be made by two or more members of the Executive Committee, who shall present such complaint in writing to the President and to members of the Executive Committee. Such a complaint shall be based on one or more of the Factors in Section 5. The right to respond as in Section 7 applies.
- Section 9: In its consideration of the complaint, the Executive Committee shall make a good faith effort to resolve the issues informally.
- Section 10: Removal of a member of the Executive Committee or the President requires a 2/3 affirmative vote of all eligible elected members of the Executive Committee. The vote shall be by secret ballot. At least two members selected by the President (or when the matter concerns the President, the Secretary) shall be responsible for counting the ballots and reporting the results to the Executive Committee.
- Section 11: In the event of a vacancy on the Executive Committee, the President shall appoint a nomination committee consisting of 5 members of the Executive Committee to nominate a replacement for an Executive Committee member who shall resign, die, become disabled, or otherwise leave office. Their recommendation must be presented to the entire Executive

Committee, which shall fill the vacancy by a majority vote of all eligible elected Executive Committee members.

Section 12: To assist in their programs, the President or the Executive Committee may appoint class members or others to serve as special advisors to the Executive Committee on the basis of their interest and special abilities.

**Article VII: Class Officers** and their Responsibilities

Section 1: Class officers shall include a President, a Vice President, Vice Presidents for Communications and Events, respectively, a Secretary, a Treasurer, a Cornell Fund Representative, a Webmaster, one or more Class Correspondents, and one or more Reunion Co-Chairs. Class officers and Class Council members shall be elected at the Class meeting that occurs during the Class reunion in accordance with the procedures described above.

Section 2: Class officers have the responsibility to attend, in person or by telephone, the annual CACO Mid-Winter Meetings and to participate in the Reunion of the Class in Ithaca. They shall have and perform the responsibilities of their offices as described herein and such other duties as requested by the President.

Section 3: The President is the chief executive officer of the Class and chair of the Executive Committee. The President shall be responsible for:

- A Working with the Class Officers and Class Council to establish priorities for and carry out Class activities
- B Presiding at all meetings of the Class and Executive Committee.
- C Ensuring that Executive Committee members perform their elective office duties in the best interest of the Class and to recruit members of the Executive Committee for such additional tasks as are needed from time to time for the efficient administration of matters of interest to the Class.
- D Ensuring that a State of the Class message is presented annually to the Class and posted on the Class website.
- E. In addition to the powers and responsibilities listed above, the President shall have general supervisory authority to ensure that all obligations and procedures required by these bylaws are carried out efficiently and in the best interests of the class.
- F If the President is absent from a meeting (in person and by phone), the Vice President shall preside and fulfill her/his duties at the meeting, provided that, if neither the President nor the Vice President is available, the Executive Committee shall elect a member of the Committee to preside at that meeting.
- G. Ensuring that at least three requests for class dues are sent to the Class each year and that receipt of dues is acknowledged.

Section 4 The Vice President has broad authority to carry out class responsibilities as agreed with and delegated by the President. It is intended that the Vice President will strive to become familiar with the full range of issues and activities for which the Executive Committee is responsible. Nothing in these bylaws shall be construed to prohibit the Vice President from

simultaneously holding offices described in Sections 5 through 12 of this Article.

- Section 5 The Secretary's main responsibility shall be to record and distribute the minutes of all official meetings and activities to the Executive Committee, the Office of Alumni Affairs and the class webmaster. In addition, the Secretary is responsible to:
- A Maintain Class records and documents, including Class Constitution and Bylaws.
  - B Prepare and send Class related thank-you, congratulatory, and sympathy notes.
- Section 6 The Treasurer shall be the principal financial officer and is responsible (along with the University Business Office) for the receipt, custody, management, investment, and disbursement of all Class funds. The Treasurer's responsibilities shall also include:
- A Preparing a summary of the Class finances for examination by the Executive Committee at each annual meeting.
  - B Overseeing the *Cornell Alumni Magazine* subscription plan and supervising the solicitation and accounting for the annual Class dues.
  - C Developing Class dues participation including making recommendations to the Executive Committee concerning any changes in the dues structure and strategies intended to increase the number of dues payers in the Class.
  - D Authorizing payment of all Class bills by The Office of Alumni Affairs and working to ensure that the Class follows all University financial and budget policies.
  - E Updating and enforcing the Class expense policy as necessary.
  - F Educating Executive Committee members who will be making purchases with Class funds about the University rules and guidelines for purchasing and maintaining tax exempt status.
  - G Assisting Reunion Chairs with budget/ financial planning.
- Section 7: The Vice President of Communication shall be responsible for public relations for the class. In conjunction with other committee members the V.P. of Communication shall create mailings, letters, and an annual newsletter that will help inform classmates of class activities and shall also help to develop strategies intended to increase the number of dues payers in the class.
- Section 8: The Vice President of Events shall be responsible for encouraging and coordinating informal class activities, including regional events.
- Section 9: The Cornell Fund Representative shall work closely with the Cornell Fund staff in Alumni Affairs and Development and with the Executive Committee. The Representative shall receive reports from the Cornell Fund and monitor Class progress in funds raised and provide the leadership and goal-setting for the Reunion fund raising effort as well as non-Reunion year campaigns. They shall also work with the Treasurer to try and coordinate pitches and educate classmates on the difference

between gifts to the University and Class dues. (This person works closely with the University. The University may assist in recruiting this person).

- Section 10: The Class Correspondent(s) shall submit a bi-monthly news column for the *Cornell Alumni Magazine*.
- Section 11: The Reunion Chair(s) shall plan the official Class Reunion in conjunction with the University and with the support and cooperation of the Executive Committee. The chairs will work closely with the President, Treasurer, and The Office of Alumni Affairs staff.
- Section 12: The Class Webmaster shall be responsible for keeping the web site current with information submitted by Class members, Alumni Affairs and Development. The Webmaster shall maintain the Class Electronic Mailing List and publish messages as appropriate. The web site shall be run in accordance with current University web site policy. Any material submitted to the web site becomes the property of the Class of 1965.

#### **Article VIII: Fiscal Procedures**

- Section 1: The amount for class dues will be decided at the annual Mid-Winter CACO meeting by a majority vote of all participating Executive Committee members.
- Section 2: At least 3 requests for dues will be sent to the Class of 1965 members during the calendar year in a cost-effective manner that may include mailing and email. To save time and money, members of the Class should be encouraged to renew via an automatic debit system, when available.
- Section 3: The Class may pay the registration fee for all Executive Committee members to attend the Mid-Winter CACO meeting.
- Section 4: In order to avoid jeopardizing the University's tax exempt status, dues and other monies given to the Class by its members and others are received exclusively in Cornell University accounts.
- Section 5: Purchases and other financial transactions made for Class Organizations are considered to be University business. These transactions shall be made in accordance with the applicable University policies and procedures. As University business, purchases shall be covered under Cornell's sales tax exemption.
- Section 6: Management of class funds is handled according to current University policies and procedures.
- Section 7: The Class Treasurer and the Class President are responsible for developing annual program budgets for their Class and for monitoring transactions and the overall financial standing of the Class. Only the Class Treasurer and Class President shall authorize expenditures of Class monies, except as provided in Section 8, below. Signature

authority for University accounts, including accounts to record Class assets and expenses, will be maintained/managed by Cornell staff. Class officers will exercise fiduciary responsibility in accordance with Cornell and/or CACO guidelines.

Section 8: Following the University policy then in place, there will be a separate reunion account for use only in the reunion year. The Reunion Chair(s) shall have authority and responsibility for one or more Reunion accounts in accordance with Cornell and/or CACO guidelines. Money left after the reunion will go to the Class of 1965 general fund or otherwise be handled in accordance with current University policy.

#### **Article IX: Meetings: Conduct and Records**

Section 1: An agenda will be sent (mail or email) in a manner reasonably expected to reach Executive Committee members at least 7 days preceding each meeting. Requests for items to be placed on the agenda shall be sent to the President at least 14 days prior to a meeting, but the President, in his/her sole discretion, may include such item on the agenda notwithstanding the lateness of a request.

Section 2: At least 30 days advance notice of Executive Committee meetings shall be provided to members of the Committee, *provided*, that when circumstances require that a meeting be held on shorter notice, the time requirement of this section may be waived by a majority vote of all elected members of the Executive Committee.

Section 3: Meetings shall be run in an orderly, open manner. Disputes among members of the Executive Committee about the conduct of meetings shall be resolved by the President.

Section 4: Within 30 days of a meeting, the Secretary shall circulate a draft copy of minutes to the Executive Committee. Within 45 days of the meeting the Executive Committee will vote to approve the minutes by mail or email sent to the Secretary. This time may be extended by the Secretary to the extent needed to resolve questions rose about the accuracy of the minutes. The minutes as approved shall thereafter be posted on the class web site.

#### **Article X: Amendment**

Section 1: This document may be amended by an affirmative vote of 2/3 of all of the elected members of the Executive Committee,

Section 2: Any member of the class may suggest an amendment or amendments for consideration by the Executive Committee by sending the suggestion in writing to the Secretary of the Executive Committee. The Executive Committee shall consider and vote on such proposed changes, as provided in Section 1.

#### **Article XI: Enactment**

These initial By-laws shall be adopted and effective upon the affirmative vote of 2/3 of all elected members of the Executive Committee who are in office at the time of the

Enactment. These initial by-laws, and any amendments adopted prior to the next meeting of the Class of 1965, shall also be submitted to the Class for ratification at the first meeting of the Class following adoption by the Executive Committee. Ratification of the By-laws, as presented and without change, shall be by majority vote.