

Constitution of the Cornell College Alumni Association

Article I. *Name*

The name of the Association shall be the Cornell College Alumni Association, hereinafter called the Association.

Article II. *Purpose and Functions*

The purpose of the Association shall be to work with the Division of Alumni and College Advancement to promote the mission, goals, and best interests of Cornell College in order to foster a vigorous and positive relationship between the College and its alumni. The Association shall have all powers necessary to carry out its purpose.

The functions of the Association include, but are not limited to, the following:

- 1) to foster a spirit of fellowship with and loyalty to the College;
- 2) to provide interested alumni with opportunities to participate in the life of the College;
- 3) to encourage and stimulate charitable giving by alumni to the College;
- 4) to promote attendance at class reunions and gatherings of local alumni groups;
- 5) to support the recruitment of qualified students for the College;
- 6) to support career development activities for students and alumni;
- 7) to review and promote communications to alumni from the College; and
- 8) to receive and act on reports of the Division of Alumni and College Advancement.

Article III. *Membership*

The voting membership of the Association shall consist of all graduates and former students of the College who have successfully completed one full year of academic credit.

Article IV. *Board of Directors*

The functions of the Association shall be developed and reviewed by the Board of Directors working with the Division of Alumni and College Advancement, as well as other members of the College administration as necessary and appropriate. The Board of Directors shall consist of an elected President, an elected President-elect, and no more than twenty-four Directors.

The functions of the Board of Directors shall be as follows:

- 1) to communicate to the College administration and Board of Trustees the ideas, opinions, and interests of Association members pertaining to the mission, goals, and programs of the College;
- 2) to communicate to Association members the mission, goals, and programs of the College in order to promote greater understanding among all Association members;

- 3) to provide advice and counsel to the College administration and Board of Trustees pertaining to the matters of the College for which the administration and Trustees are responsible;
- 4) to work with the Division of Alumni and College Advancement to identify and develop programs linking alumni volunteer interests with the College's missions and goals;
- 5) to work with the Division of Alumni and College Advancement to recruit, train, and supervise volunteer alumni leaders for specific activities and programs; and
- 6) to work with the Division of Alumni and College Advancement to recognize outstanding volunteer service to the College.

Article V. *Officers*

The Officers of the Association shall consist of the President and the President-elect.

Article VI. *Meetings*

All meetings of the Association and Board of Directors shall be held at times and places stated in the By-Laws of the Association.

Article VII. *Nominating Committee*

The Nominating Committee shall consist of the President, the President-elect, and the Vice President for Alumni and College Advancement or designate, who shall serve as *ex officio* member. The Nominating Committee shall nominate candidates for President, President-elect, and Directors, and shall present its slate of nominees to the Board of Directors prior to presentation at the annual meeting of the Association.

Article VIII. *Elections*

The Officers and Directors of the Association shall be elected by the members of the Association at the annual meeting as stated in the By-Laws.

Article IX. *Amendments*

This Constitution and its By-Laws may be amended at any meeting of the Association by two-thirds vote of the members present and eligible to vote, and shall be reviewed for possible revision each five years after adoption.

Adopted May, 1998; amended September, 2000; amended October, 2008; amended April, 2010; amended October, 2011

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.

Section 2. *Meetings*

- A. The annual 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 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 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, and by geographical location.
- C. Directors-at large shall be elected for three-year terms by the members of the Association at the annual 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 shall be elected by the most recently graduated classes and 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.
- B. The President shall be elected for a term of two years.
- C. 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.
- D. 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.
- E. The President-elect shall be elected from within the active members of the Board for a term of two years to serve during the President's term, after which the President-elect will automatically be elected to the office of President.
- F. 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.

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, and the Chairs of the Standing Committees as appointed by the President. 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 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 Alumni and College Advancement Committee** shall support and promote initiatives for gathering alumni locally, regionally, and on campus, including the Class Agent program, and in so doing affirm the need for charitable giving by alumni to the College.

- C. **The Enrollment and Career Development Committee** shall seek to connect alumni with prospective students through admissions initiatives and with current students through career development initiatives.
- D. **The Communication and Promotion Committee** shall review and promote communications to alumni from the College, seek to promote alumni visibility on campus, and coordinate Alumni Association awards.
- 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 Association.

Adopted May, 1998; amended September, 2000; amended October, 2005; amended October, 2008; amended April, 2010; amended October, 2011