

BY-LAWS OF CORNELL UNIVERSITY GAY AND LESBIAN ALUMNI  
ASSOCIATION, INC.

ARTICLE ONE: Name. The name of the corporation is CORNELL UNIVERSITY GAY AND LESBIAN ALUMNI ASSOCIATION, INC. The corporation may also be referred to as CUGALA.

ARTICLE TWO: Membership. Any person who has either matriculated as a student at, taught at, or otherwise been employed by Cornell University may be admitted to membership. Any individual who meets these qualifications shall be admitted to membership in good standing upon presentation of a signed application and those dues prescribed by the Board of Trustees to the Secretary, the Membership Chair, or such other person designated by the Board of Trustees. No person shall be denied membership by reason of their race, religion or creed, sex, national origin, age, ethnicity, residence or sexual orientation.

ARTICLE THREE: Meetings of Members. There shall be an annual meeting of the members during the month of ~~January~~ <sup>March</sup>. The place, exact date and time shall be fixed by the Board of Trustees. Each annual meeting shall elect members to the Board of Trustees according to the following schedule, for terms of two (2) years duration:  
1981 and every second year thereafter:  
Four (4) members of the Board

1982 and every second year thereafter:  
Three (3) members of the Board

The first annual meeting shall be in March, 1981, at which meeting the members shall elect three members of the Board for one (1) year terms. The annual meeting shall transact such other business as specified in the notice of meeting.

Special meetings of the membership shall take place as convened by the Board of Trustees or by petition of at least thirty (30) members in good standing, unless otherwise required by law, and shall transact such business as specified in the notice of the meeting.

Notices of annual meetings shall be mailed to the membership at least one month in advance of the date of the meeting. Notices of special meetings shall be mailed to the membership at least two weeks in advance of the date of the meeting.

All members in good standing, who shall have been members for at least one month, as of the date of a regular or special meeting, shall have the right to vote at that meeting. Votes at annual meetings may be in person or by proxy. Proxies must be received by the Secretary prior to the announced starting

ARTICLE THREE, continued

time of the meeting. The Board of Trustees may hold proxies for quorum purposes only.

A majority of the members eligible to vote, present in person or by proxy, shall constitute a quorum at annual or special meetings.

ARTICLE FOUR: Board of Trustees. The Board of Trustees, consisting of seven (7) members, shall be elected at the annual meetings of the corporation for two (2) year terms with staggered beginning dates, according to the schedule listed in Article Three. Any member eligible to vote at the annual meeting is eligible to serve as a trustee.

The members of the Board of Trustees shall take office immediately upon their election and shall serve until the election of their successors.

Meetings of the Board of Trustees shall take place from time to time as called by the President or a majority of the Board members. Notice of such meetings shall be given by the Secretary at least one week prior to the meeting, unless greater urgency is required due to an emergency, in which case a lesser notice period shall suffice subject to approval of a majority of the whole Board. All actions by the Board of Trustees shall require the approval of at least a majority of the trustees present, four trustees constituting a quorum.

Actions by the Board shall be reported regularly to the membership.

The Board of Trustees shall manage the affairs of the corporation, subject to these By-Laws, elect all officers of the corporation, and approve the mandates of all committees. All dues and special assessments shall be determined from time to time by the Board of Trustees. The trustees shall serve without compensation.

ARTICLE FIVE: Officers. The officers of the corporation shall be the President and the Secretary, who shall be elected from its members by and serve at the pleasure of the Board of Trustees. The officers shall be either elected or continued in office immediately upon the completion of the election of trustees at the annual meeting.

The President shall be the Chief Executive Officer of the corporation and exercise such powers and perform such duties as are assigned by these By-Laws and the Board of Trustees, and preside at all meetings of the corporation and the Board of Trustees. In the absence of the President, a President pro tem

ARTICLE FIVE, continued

shall be elected by the remaining members of the Board.

The Secretary shall keep a record of the proceedings of all meetings of the corporation and of the Board of Trustees, and perform such other duties as are assigned by these By-Laws and the Board of Trustees. The Secretary shall keep the record of membership, and be the final authority on the question of membership status of any individual who desires to vote at a meeting of the corporation.

The Board of Trustees shall appoint such other persons as are required to manage the affairs of the corporation, including, but not limited to, a Treasurer and the chairs of such committees as may be established from time to time by the Board of Trustees.

ARTICLE SIX: Resignations, Removals and Vacancies.

Resignations. Any officer or trustee may resign at any time by delivering a written resignation to the corporation or to any officer or trustee thereof. The acceptance of such resignation shall not be necessary to make it effective. Any officer or trustee who is absent without excuse from three (3) consecutive meetings of the Board shall be deemed to have resigned.

Removal. Any officer or trustee may be removed by a two-thirds ( $\frac{2}{3}$ ) vote of the quorum at any annual or special meeting of the corporation, provided the question is included in the notice of such meeting, and that the notice is mailed to the membership in compliance with the notice period stated in Article Three. Any officer may also be removed by a majority of the other trustees present at a meeting of the Board of Trustees, provided that at least two (2) weeks' notice of the meeting was given, and that the notice specified that removal of the officer would be put to a vote at the meeting.

Vacancies. Any vacancy on the Board of Trustees shall be filled within thirty (30) days of the effective date of the vacancy, for the unexpired term by the remaining members of the Board of Trustees, provided there be at least four remaining members. If there be fewer than four remaining members, a special meeting of the corporation shall be called for the purpose of filling the vacancies.

ARTICLE SEVEN: Corporate Finance. The Board of Trustees shall appoint a Treasurer and such other person or persons as are necessary to manage the financial affairs of the corporation, shall designate the bank or banks in which funds are to be deposited, shall designate the Board members or officers authorized to sign checks, drafts and authorized loans and shall specify the rules under

ARTICLE SEVEN, continued

which financial affairs shall be managed. All checks, drafts and loans must be signed by the Treasurer and at least one other designated member of the Board of Trustees.

No contract may be entered into on behalf of the corporation unless and except as authorized by the Board of Trustees.

ARTICLE EIGHT: Contracts with Members, Trustees and Officers; Purchase, Sale, Mortgage or Lease of Real Property.

No member, trustee or officer of the corporation shall be interested, directly or indirectly, in any contract for furnishing services or supplies to it, nor in any contract relating to the operations conducted by it, unless such contract shall be authorized by the Board of Trustees and unless the fact of such interest shall have been disclosed or known to the Board of Trustees at the meeting at which such contract is authorized.

No purchase, sale, mortgage or lease of real estate shall be made by the corporation except upon recommendation by the Board of Trustees and approval of the membership at an annual or special meeting.

ARTICLE NINE: Chapters. The Board of Trustees shall designate local chapters of the corporation upon the application of five or more members in good standing residing in or within commuting distance of any central meeting place or metropolitan area. The chapters recognized as of the adoption of these By-Laws shall be New York City and San Francisco. Chapters may adopt rules for the conduct of their local affairs.

ARTICLE TEN: Corporate Seal. The corporate seal of the corporation shall be a design approved by the Board of Trustees which shall bear the words and figures: "Cornell University Gay and Lesbian Alumni Association, Inc. - Corporate Seal - 1980 - New York" or words and figures of similar import. The design of such seal shall be subject to alteration by the Board of Trustees.

ARTICLE ELEVEN: Amendments to By-Laws. These By-Laws may be amended by a two-thirds (2/3) vote of the members in good standing and present and voting at any annual or special meeting provided written notice embodying such amendments has been mailed to the membership in the time specified in Article Three and is incorporated in the notice of the meeting at which such proposed amendments are to be acted upon.

AMENDMENTS TO BY-LAWS OF CORNELL UNIVERSITY GAY AND LESBIAN  
ALUMNI ASSOCIATION, INC.

AMENDMENT #1:

Article and Title: *Article Four Board of Trustees*

Originally Reads as: *“The Board of Trustees, consisting of seven (7) members, shall be elected at the annual meetings of the corporation for two (2) year terms with staggered beginning dates, according to the schedule listed in Article Three. Any member eligible to vote at the annual meeting is eligible to serve as a trustee.”*

Proposed Amendment: *Delete “seven (7)”, Replace with “nine (9)”, in the second line.*

Ratified on 02/26/2012 by unanimous vote of the CUGALA membership.

AMENDMENT #2:

Article and Title: *Article Eleven Amendments to By-Laws*

Originally Reads as: *“These By-Laws may be amended by a two-thirds (2/3) vote of the members in good standing and present and voting at any annual or special meeting provided written notice embodying such amendments has been mailed to the membership in the time specified in Article Three and is incorporated in the notice of the meeting at which such proposed amendments are to be acted upon.”*

Proposed Amendment: *Delete “of the members”, Replace with “of the Board of Trustees or two-thirds (2/3) vote of the members”, in the second line.*

Ratified on 02/26/2012 by unanimous vote of the CUGALA membership.