

By-Laws of the
Cornell Asian Alumni Association

Revision 1.1 September 1993

Revision 2.0 June 2007

Table of Contents

Article I: Name and Purpose

- 1.1 Name
- 1.2 Purpose

Article II: Members

- 2.1 Eligibility
- 2.2 Rights of Members
- 2.3 Nondiscrimination
- 2.4 Requirement for Membership
 - a) Application
 - b) Payment of Dues
- 2.5 Non Voting Members
 - a) Associate Members
 - b) Honorary Members
 - c) Corporate Patrons
- 2.6 Annual Meeting
- 2.7 Special Membership Meetings
- 2.8 Quorum
- 2.9 Voting Rights
- 2.10 Voting by Proxy
- 2.11 Expulsion, Censure and Suspension from Membership

Article III: Board of Directors

- 3.1 Management
- 3.2 Qualification of Board Members
- 3.3 Number and Terms of Office of Directors
- 3.4 Duties
 - a) President
 - b) Senior Vice president –University Relations
 - c) Vice President – Student Relations
 - d) Vice President – Alumni Relations
 - e) Vice President – Communications
 - f) Secretary/Membership
 - g) Treasurer
- 3.5 Advisory Board
- 3.6 Quorum
- 3.7 Unanimous Consent of the Board in Lieu of Meeting
- 3.8 Meetings by Telephone
- 3.9 Voting Rights
- 3.10 Board Meetings
- 3.11 Adjourned Meetings

- 3.12 Attendance at Meetings
- 3.13 Removal of Directors

Article IV: Elections

- 4.1 Nominations
- 4.2 Election Procedure

Article V: Vacancies

- 5.1 Resignations
- 5.2 Filling Vacancies

Article VI: Committee

- 6.1 Establishment
- 6.2 Geographically Defined Committees
- 6.3 Ethnically Defined Committees

Article VII: Meetings and Notice

- 7.1 Place of Meetings
- 7.2 Notice
- 7.3 Waiver of Notice

Article VIII: Miscellaneous

- 8.1 Amendment of By-Laws
- 8.2 Fiscal Year

ARTICLE I: Name and Purpose

1.1 Name. The name of this organization shall be the “Cornell Asian Alumni Association, Inc.” (“The Association”). The name of the Association, or its abbreviation (“CAAA”), shall be used in all transactions of official business of the Association.

1.2 Purpose. The purposes of the Association are as follows:

(a) To conduct activities which are exclusively charitable and educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, as amended;

(b) To engage in activities, the principal, primary and predominant purpose of which are to insure an equal opportunity for higher education to all qualified persons who are enrolled at Cornell University (“Cornell”);

(c) To engage in activities, the principal, primary and predominant purposes of which are to provide support for the education and career development of persons of Asian descent who are enrolled or who shall become enrolled at Cornell;

(d) To engage in activities designed to (i) promote Asian alumni involvement and participation in affairs, (ii) facilitate the exchange of ideas and opinions among Asian alumni, Asian students and Cornell, (iii) provide the Asian community with information about opportunities, both educational and otherwise, available at Cornell, and (iv) enhance the cultural diversity of Cornell in general;

(e) To participate in Cornell fund-raising campaigns as well as other appropriate activities;

(f) To provide scholarships to Asian students who are enrolled or shall become enrolled at Cornell; and

(g) To conduct any other activities as shall from time to time be found appropriate in connection with the foregoing and as are lawful for not-for-profit corporation.

ARTICLE II: Members

2.1 Eligibility. Membership shall be open to all Cornell alumni holding undergraduate or postgraduate degrees, spouses of such Cornell alumni, Cornell faculty and staff members, and friends of Cornell who support the purposes of the Association as stated in the certificate of Incorporation and these Bylaws and who are to be bound by the rules stated herein.

2.2 Rights of Members. The Association shall have one or more classes of members as the Board of Directors of the Association (collectively, the “Board” and

individually "director(s)") may decide from time to time. All Members shall have those rights set forth for members in the New York Not-For-Profit Corporation Law as amended (the "Act"), including, but not limited to, the right to vote at any and all meetings of the Members.

2.3 Nondiscrimination. The Association shall not discriminate by reason of race, creed, age, color, sex, religion, national or ethnic origin, political belief, sexual orientation or disability.

2.4 Requirements for membership. Initial and continued membership shall be conditioned upon the following:

(a) Application: Each prospective Member must complete an initial application for membership on forms approved by the Board. The Board shall review each application and shall have the right to reject any application for membership, which reasons shall be set forth in writing in the records of the Board.

(b) Payment of Dues: Dues for members shall be determined each year by the Board. Each member must pay the required dues yearly, or for such periods as the Board may determine. If a Member fails to pay the required dues ninety (90) days after receiving notice from the Board, such Member's membership may be terminated and such member may be removed from the membership rolls. Any Member who is in default in the payment of dues shall lose all rights and privileges of membership for so long as such default is outstanding; including, without limitation, the right to receive notice of meetings, to vote, to stand for election, or to hold office.

2.5 Non-Voting Members. Definitions of other categories of Members not included above are as stated below:

(a) Associate Member. Any individual who subscribes to the purposes and objectives of the Association by the approval of the Board may become an associate member of the Association. Such factors contributing to such selection would include a person who has contributed at least one thousand dollars (US\$1,000) to the Association scholarship program(s). An Associate Member shall be entitled to such privileges and services as defined by the Board, but shall not have the right to vote or to hold elected office.

(b) Honorary Member. Any Person who has made significant contribution to American society, and/or to his/her profession, and/or to the Asian-American community, and/or to Cornell University may be elected by the Board to become an Honorary Member. - The Board shall establish the criteria for such selection. An Honorary Member can be exempt from the obligation to pay membership dues and shall be entitled to all of the privileges, but not have the right to vote or to hold elected office.

- (c) Corporate Patron. Any organization, foundation or business concern which subscribes to the purposes and objectives of the Association through the Board's selection may become a Corporate Patron. The Board shall establish the criteria for such selection. A Patron shall be entitled to the privileges and services as defined by the Board, but shall not have the right to vote or to hold elected office.
- 2.6 Annual Meeting. The Members shall have an Annual meeting for the purpose of electing Directors (when applicable, see Article III, sec.3) and the transaction of other business as may come before the meeting. The Board shall have the discretion to determine the date of the first Annual Meeting. The dates for subsequent Annual Meetings shall also be determined by the Board, except that such dates cannot be less than eleven (11) nor more than twelve (12) calendar months from the immediately preceding Annual Meeting. Only Members may vote at such Annual Meetings. At least thirty (30) days' written notice stating the date, time, place and purpose of the Annual Meeting shall be given to all of the Members entitled to participate. Only Members in good standing at the time of such notice is sent and shall be entitled to vote at the Annual Meeting.
- 2.7 Special Membership Meetings. Special meetings of the Members - may be called by the President, the Board or upon the written request of twenty-five percent (25%) of the Members. Only [voting] Members may vote at such meetings. At least ten (10) days written notice stating the date, time, place and purpose of any special meeting shall be given to all of the Members entitled to participate.
- 2.8 Quorum. The conditions are as stated below:
- (a) Twenty-five percent (25%) of the Members shall constitute a quorum for the transaction of business at such Annual Meeting. The acts of the majority of the Members present at a meeting at which a Quorum is present shall be the acts of the Members.
- (b) Twenty-five percent (25%) of the Members present at a special meeting shall constitute a Quorum for the transaction of business at such special meeting. The acts of the majority of the Members present at a meeting at which a Quorum is present shall be the acts of the Members.
- (c) Withdrawal of Members from any meeting shall not cause failure of a duly constituted Quorum at that meeting.
- 2.9 Voting Rights. Subject to the provisions of Section 2.4 (b) hereof, each Member in good standing shall be entitled to one vote at any meeting of the Members.
- 2.10 Voting by Proxy. Any absent Member eligible to vote may vote at any meeting of the Members may be represented as present and may vote at such meeting by a proxy authorized in writing. Such written authorization must (i) specify the matter with respect to which the proxy is granted and the person entitled to vote; (ii) be

signed and dated by the Member granting the proxy; and (iii) be filed with the Secretary of the Association prior to the commencement of the meeting. Only a Member may vote the proxies of absent Members, and such Members may vote up to a maximum of the proxies of five (5) absent Members.

- 2.11 Expulsion, Censure and Suspension from Membership. Except as provided in section 2.4 (b) hereof, any Member may be expelled, censured or suspended from membership, for cause, upon a two-thirds vote of the Board at a Board meeting. Written notice of the intention to expel and reasons thereof shall be provided to the Member at least thirty (30) days prior to the meeting date. Mailing, by ordinary mail, to the last known address as appears on the membership rolls, shall constitute such notice. No Member shall be expelled without having the opportunity to be heard at such a meeting, but no formal hearing procedure need be followed. An expelled, censured or suspended Member shall have the right to challenge the decision of the Board at any duly convened meeting of the members, whereupon the decision of the Members at such meeting shall govern and is final; provided, however, that any and all costs of such challenge be borne by such individual. The membership rolls shall be made available to such expelled, censured or suspended Member upon reasonable notice during reasonable hours.

ARTICLE III: Board of Directors

- 3.1 Management. The Business and affairs of the Association shall be managed by the Board. The powers of the Association shall be exercised by the Board, except as otherwise authorized by these By-Laws or a resolution duly adopted by the Board.
- 3.2 Qualifications of Board Members. Each Director shall be a Member who has satisfied the provisions of Section 2.1, 2.4 and 4.2 hereof.
- 3.3 Number and Term of Office of Directors. The Board shall consist of seven (7) persons, each of whom shall be elected by a majority of Members at the Annual Meeting (where applicable) and shall hold office for a term of two (2) consecutive years, until such person's successor shall have been elected and qualified or until the earlier of his or her resignation or removal. There shall be a President, Senior Vice-President-University Relations, Vice-President-Student Relations, Vice-President-Alumni Relations/Membership, Vice-President-Communications, Secretary and Treasurer. All Directors are to be different individuals. Each Director may be elected for consecutive terms. Up to two individuals may concurrently serve as Vice-President-Student Relations or Alumni Relations to create "co-chair" opportunities for capable alumni leaders.
- (a) The terms of office shall coincide with Cornell's fiscal year.

3.4 Duties. The duties of the Directors shall include the following:

Officer Position	Duties
President	<ul style="list-style-type: none"> - CEO of organization, responsible for general and active management of the business of the Association. - Preside at all meetings of the Members and the Board. - Responsible for implementing all orders and resolution of the Board. - Can appoint another Director to chair meetings. - Primarily responsible for interactions with the University (e.g., CAF CACO, Alumni House, etc.). - Address all issues related to Tradition Fellowship.
SVP, University Relations	<ul style="list-style-type: none"> - Second in command and responsible in all matters in the absence of the President. - Official liaison with other alumni groups in the University community (e.g., CAAAN, CCAAB, Affinity Groups, regional alumni groups). - Promote greater Asian involvement in the at-large University community. - Responsible for organizing programs that focus on the University, or that are jointly sponsored with other alumni groups in the University community. - Perform other duties as may be prescribed by the Board from time to time.
VP, Student Relations	<ul style="list-style-type: none"> - Official liaison with the University student community. Responsible for Association outreach to increase awareness and membership amongst of Asian students. - Promote greater Asian student involvement in the University. - Responsible for identifying interests within the student target audience and leading efforts to satisfy these interests thru programming, either CAAA-only or co-sponsored with student groups (e.g., educational and career-focused programs). - Lead Association mentoring and support to student groups where desirable. - Perform other duties as may be prescribed by the Board from time to time.
VP, Alumni Relations	<ul style="list-style-type: none"> - Official liaison to the alumni community, promoting greater Asian alumni involvement in both CAAA. - Responsible for identifying interests and alumni needs and leading efforts to satisfy these interests thru programming. - Coordinate with Secretary the annual membership drive and coordinate programming/other efforts to support the drive. - Perform other duties as may be prescribed by the Board from time to time.
VP, Communications	<ul style="list-style-type: none"> - Manage public relations efforts to reach all of CAAA's target audiences. - Oversee the production and distribution of the semi-annual newsletter. - Oversee update of Association web site. - Chief Marketing Officer responsible for all event marketing efforts. - Perform other duties as may be prescribed by the Board from time to time.

Secretary & Membership Chair	<ul style="list-style-type: none"> - Responsible for role of Secretary of the Board and the Association. - Maintain a record of all votes and minutes for all proceedings. - Provide notice of all Board meetings to the Directors and of all membership meetings to Members. - Maintain membership database for outreach. - Coordinate, create and communicate programming schedule with other Officers. - Perform other duties as may be prescribed by the Board from time to time.
Treasurer	<ul style="list-style-type: none"> - Keep current and accurate account of receipts and disbursements of the Association. - Collect all funds due the Association and disburse funds as required to meet the Association's obligations. - Keep the funds of the Association in a separate account to the credit of the Association, unless the Board directs otherwise. - Render to the president and the Board, as requested by them, but not less than every quarter, regular accounting of all transactions and of the financial condition for the Association. - Be responsible for filing the Association's tax returns.

- 3.5 Advisory Board. The Board may appoint with a majority vote selected distinguished individuals to an Advisory Board. Such Advisory Board shall assist and advise the Board on pertinent policy issues with a view to better achieve the Association's objectives and purposes. Former presidents are automatically appointed to the Advisory Board. The current President will chair the Advisory Board and schedule meetings on an annual basis.
- 3.6 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any Board meeting, and the acts of the majority of the Directors present at a meeting at which a Quorum is present shall be the acts of the Board. Withdrawal of Directors from any board meeting shall not cause failure of a duly constituted quorum at that meeting.
- 3.7 Unanimous Consent of the Board in Lieu of Meeting. Any action of the Board may be taken without a meeting, if written approval thereof setting forth the action so taken shall have been signed by all of the Directors in office and filed with the Secretary within thirty (30) days from the date such action was taken.
- 3.8 Meetings by Telephone, etc. Any one or more Directors or member of any committee of the Board thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

- 3.9 Voting Rights. Every Director shall be entitled to one vote at any meeting of the Board.
- 3.10 Board Meeting. Regular meetings of the Board shall be held as determined by the Board, but shall not be less than once every two (2) months. At least three (3) days' written notice, or other adequate notice, stating the time, place or purpose of any special meeting shall be given to all the directors. At each Board meeting, every Director present shall report on any developments in his *or* her area of responsibility.
- 3.11 Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.
- 3.12 Attendance at Meetings. *Any* Director who is absent for three (3) consecutive Board meetings shall be deemed to have resigned from the Board, effectively as of the third such Board meeting, without any further action by any party.
- 3.13 Removal of Directors. Any Director may be removed from office, for cause, by a two-thirds vote of the other Directors at a meeting of the Board. Written notice of the intention to consider removal of a Director shall be provided to such Director at least thirty (30) days prior to the meeting date. Mailing, by ordinary mail, to the last known address as appears on the membership rolls, shall constitute such notice. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed. Any Director so removed by action of the Board shall retain all of his or her rights as a Member.

Article IV: Elections

- 4.1 Nominations. Before each Annual Meeting, at which an election for Directors takes place, the Board shall appoint Members to a nominating committee to recommend new Directors to fill positions that will be vacated at the end of the current Fiscal Year and to serve during the next Fiscal Year. The nominating committee shall solicit nominations of Members from all persons, including Members, who are interested in submitting nominations. The list of nominees and the positions for which they are nominated shall be distributed to each Member at least seven (7) days prior to the Annual Meeting. Other nominations from the Members may be made in writing prior to or at the Annual Meeting, provided that the nominee consents to his or her nomination.
- 4.2 Election Procedure. Elections shall be held at the Annual Meeting of the Members. Where there is only one nominee for a vacancy, such a person may be elected by a voice vote. Where there is more than one nominee for a vacancy, election will be held by secret ballot. Directors shall be elected by a majority of

the Members present at a duly convened Annual Meeting. In addition to the requirements of Section 2.6 hereof, no person shall be eligible to run for office of the Association who has not been a Member for at least two (2) months prior to the date of the Annual Meeting.

ARTICLE V: Vacancies

- 5.1 Resignations. Any Director may resign his or her position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Association, unless some other time may be fixed in the resignation. The acceptance of the resignation by the Board shall not be required to make it effective.
- 5.2 Filling Vacancies. Should any position on the Board become vacant by reason of the death, resignation, disqualification or other incapacitation of any Director, the remaining Directors, although less than a Quorum, by a majority vote may choose a successor or successors who shall hold office for the unexpired term.

ARTICLE VI: Committees

- 6.1 Establishment. The Board may establish one or more committees to consist of one or more Members. Board officers shall be able to appoint committee members within their functional areas of responsibility, and shall *ex officio* be the chairperson of all such committees. *Any* such committee, to the extent provided in a resolution of the Board, shall devise its own mode of organization and operation and shall have all of the powers and authority of the Board, except that no committee shall have the power or authority as to the following: (i) the filling of vacancies in the Board; (ii) the adoption, amendment or repeal of these By-Laws; (iii) the amendment or repeal of any resolution of the Board; or (iv) action on matters committed by these By-Laws or the resolution of the Board. The Board has the right to remove any member of any committee if it deems necessary with a majority vote of elected Board Officers.
- 6.2 Geographically Defined Committees. The Board may acknowledge leaders in geographic regions outside of New York by granting them full rights of a committee to fulfill the mission of CAAA. These committees can be created and defined by these leaders and the Board will provide administrative, financial, and/or university support as requested. These forms of support could take nonexclusive form of granting its 501c3 non profit status for events, or treasure, or university relations and communications. In return, these regional leaders will provide reports as reasonably requested by the Board on no less than an annual basis to fulfill university reporting requirements.
- 6.3 Ethnically Defined Committees. The Board may acknowledge leaders of ethnic constituents of alumni by granting them full rights of a committee to fulfill the

mission of CAAA. These committees will have all the equal rights of Geographically Defined Committees as outlined in Article 6.2.

ARTICLE VII: Meetings and Notice

- 7.1 Place of Meetings. Meetings may be held at such place within or without the State of New York as the Board may from time to time determine, or as may be designated in the notice of meeting.
- 7.2 Notice. Notice may be given to any Member either (i) personally; (ii) by sending him or her a copy thereof through electronic mail, first class mail, postage prepaid, to the address appearing on the books of the Association or supplied in writing to the Association for the purpose of notice by such person; or (iii) by telephone. Notices sent by mail shall be deemed to have been given three (3) days after depositing in the mail for delivery. Such notice shall specify the place, day and hour of the meeting and, where otherwise required, the general nature of the business to be transacted.
- 7.3 Waiver of Notice. Any required notice may be waived by the written consent of the Member entitled to such notice either before or after the time for giving of notice. Attendance of a Member at any meeting shall constitute a waiver of notice at such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE VIII: Miscellaneous

- 8.1 Amendments of By-laws. These By-Laws may be amended by a two-thirds vote of all Members present at any duly convened meeting of the Members, or by a vote of eighty percent (80%) of the Directors in office.
- 8.2 Fiscal Year. The fiscal year of the Association (the "Fiscal Year") shall coincide to with that of Cornell University.