

CONSTITUTION
BOT approved 5/25/13

Preamble

The Cornell University Council is an organization of select alumni and friends elected in recognition of their demonstrated leadership through service to the University, to their communities, or to their professions. Council members serve as ambassadors for the university and communicate its goals and priorities to the many global constituencies they represent. Further, members share their expertise and assist the University in carrying out initiatives to advance its mission.

I. Name

The name of this organization of Cornell alumni and other friends and supporters shall be the "Cornell University Council."

II. Organization

The Cornell University Council is part of the Alumni Affairs and Development organization. The Associate Vice President for Alumni Affairs serves as Executive Director of the Council. The Senior Director, Office Volunteer Programs serves as Director of the Council.

III. Purpose

The purpose of the Council is to assist Cornell University:

- A. by carrying out missions entrusted to the Council for the advancement of and in service to the University;
- B. in the development of effective relations between the University and its alumni and alumni organizations;
- C. in the development and maintenance of its human and material resources, including its fundraising and related activities, and coordination thereof;
- D. in clearly communicating its message to its constituencies; and,
- E. by mobilizing alumni and other assistance for the above-mentioned purposes.

The activities of the Council shall be conducted in a manner consistent with the policies and goals of the University.

IV. Council Membership

The Council and its officers are committed to ensuring diverse representation and participation of the most-talented alumni leaders on the Council. To that end, the Membership Committee shall strive to select a diverse slate of candidates for election to Council, consistent with the goals as defined by the Board of Trustees or Vice President for Alumni Affairs and Development.

A. Members-at-Large

1. Members-at-Large are elected by the Board of Trustees from a slate submitted by the Administrative Board. They become members upon their acceptance of invitations issued by the President of the university following their election. The terms of the Members-at-Large are arranged so that approximately one-fourth are elected annually. The number of Members-at-Large may not exceed 480 in any one year. The size of the Council will be

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reviewed at least once every ten years to ensure that the size of the Council is appropriate to serve the University.

2. Members-at-Large, not exceeding ten per year, will include those identified by the University administration and submitted by the Administrative Board to the Board of Trustees for election.
3. The candidates reviewed and selected by the Committee on Alumni Trustee Nominations who run for office and are not elected shall be considered for election to the Cornell University Council as Members-at-Large in the same year they run for office. This provision shall not apply retroactively to any candidates selected in 2009 or earlier.
4. Trustees selected by the Committee on Board Composition and Governance and elected by the Board of Trustees shall be considered, upon completion of their term, for election to the Cornell University Council as Members-at-Large. This provision shall not apply retroactively to any Trustees whose term ended in 2009 or earlier.
5. Membership Criteria: Candidates for Member-at-Large must be prepared to meet the responsibilities of Council membership and must meet at least one of the following criteria:
 - a. Cornell Volunteer Activities – The candidate has been actively involved in, has worked for, and has demonstrated leadership abilities in Cornell activities. Involvement in Cornell activities should span at least a five-year period.
 - b. Professional Achievement – The candidate has achieved recognized success in business, professional, or other vocational endeavors. “Recognized success” in this category is defined as performing a significant leadership role in the chosen field.
 - c. Community Activities – The candidate has achieved recognized success in activities outside of Cornell. “Recognized success” in this category is defined as having made a significant contribution to the betterment of society through involvement in community, public school system, charitable organizations, and other humanitarian undertakings.

Any candidate not qualifying fully under category (b) or (c), but whose present activity under each or both is commendable, must have some involvement in Cornell activities in order to be considered for membership.

The slate of candidates for Members-at-Large submitted for election shall reflect Cornell’s diverse alumni population balancing criteria, including but not limited to, gender, age, race, ethnicity and geography.
6. Terms: Members-at-Large serve four-year terms commencing on July 1. Members-at-Large who have served four full years in succession are not eligible for re-election as Members-at-Large during the succeeding twenty-four month period.

B. Life Members

Council Life Members, without limitation as to number, are elected by the Board of Trustees upon their nomination by the Administrative Board.

1. Nominees for life membership must have:
 - a. attained at least age 65;
 - b. served a total of at least twelve years as an elected member of the Council; and
 - c. rendered distinguished service to the University.
2. The Administrative Board shall nominate the past Chair of the Council, upon relinquishing that office, for election as a Life Member of the Council.

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3. The Administrative Board shall nominate winners of the William "Bill" Vanneman '31 Outstanding Class Leader Award for election as Life Members of the Council.
4. The Administrative Board shall nominate winners of the Frank H.T. Rhodes Exemplary Alumni Service Award for election as Life Members of the Council.
5. The Administrative Board shall nominate alumni-elected Trustees, upon completion of their term, for election as Life Members of the Council. This provision shall not apply retroactively to any Trustees whose term ended in 2009 or earlier.
6. The candidates reviewed and selected by the Committee on Alumni Trustee Nominations who run for office and are not elected shall be considered for election to the Cornell University Council as Life Members in the same year they run for office. This provision shall not apply retroactively to any candidates selected in 2009 or earlier.
7. Alumni Trustees selected by the Committee on Board Composition and Governance and appointed by the Board of Trustees shall be considered, upon completion of their term, for election to the Cornell University Council as Life Members. This provision shall not apply retroactively to any Trustees whose term ended in 2009 or earlier.
8. The provisions of subsection 1 of this section do not apply to those nominated for election to life membership under subsections 2-7 of this section.

The terms of Life Members expire upon death or resignation.

C. *Ex Officio* Members

Ex officio members of the Council shall be:

1. All Trustees and Trustees Emeriti of the University.
2. All Presidential Councillors of the University.
3. All *ex officio* members of the Administrative Board (see V. Council Governance, D. *Ex Officio* Members).
4. Executive staff appointed by the President and Provost at their discretion.
5. Chairs or other designees of University-wide organizations as appointed by the Executive Director of the Council.

D. Friends of the Council

The Council may recognize and honor special friends, primarily faculty, staff, and administrators of Cornell who have a long-standing active relationship with the Council, with the designation of Friends of Council. Friends will be invited, as distinguished guests, to participate in the Annual Meeting.

E. Responsibilities of Council Membership

By accepting the invitation to membership, Council members are expected to fulfill the following responsibilities to the best of their ability:

1. attend the Annual Meeting of the Council;
2. serve on special committees where interest and/or expertise would make them valuable assets to the University;
3. attend and support Cornell activities, for example those in a member's home region, class, college, and/or other organizations with which he or she is they are associated;

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4. participate in, be supportive of, and take leadership positions in one or more Cornell activities (i.e. college advisory councils, local Cornell Clubs, class organizations, alumni affinity groups, secondary schools committees, fundraising activities, alumni continuing education);
5. make a financial contribution to Cornell at a level appropriate to the members' personal circumstances; and
6. serve as ambassadors assisting the University in communicating with its primary constituencies as well as with the general public.

F. Resignation

Any member may resign by giving written notice to the Director of the Council.

V. Council Governance

The operations of the Council shall be managed by an Administrative Board, consisting of:

A. Officers

The officers of the Council consist of a Chair and three (3) Vice Chairs. The Chair and Vice Chairs shall be elected by the Administrative Board. Nominees for Chair and Vice Chairs shall be selected by the Nominating Committee from among the Administrative Board elected members, the officers of the Council, and the chairs of any standing or ad hoc committees of the Council. The Council may have additional Vice Chairs and other such officers as the Administrative Board may deem appropriate.

B. Administrative Board Elected Members

Fourteen (14) Administrative Board elected members shall be elected annually by the Administrative Board for a one-year term to commence July 1 following their election to office (and not to exceed their elected terms as Council members). Nominees for Administrative Board elected members shall be selected by the Nominating Committee from among the members of Council.

C. Trustee and Faculty Members

Three (3) trustees and four (4) faculty members, to be recommended by the President of the University, all of whom shall be elected by the Board of Trustees annually, not later than their regular Commencement meeting, shall serve for the ensuing fiscal year commencing July 1.

D. *Ex Officio* Members

Ex officio members of the Administrative Board shall be:

1. Chair of the Board of Trustees;
2. Chair of the Executive Committee of the Board of Trustees;
3. President of the University;
4. Provost of the University;
5. Vice President for Alumni Affairs and Development of the University;
6. Associate Vice President for Alumni Affairs and Development of the University;
7. Associate Vice President for Alumni Affairs of the University;

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8. President of the Cornell Alumni Association;
9. Chair of the Committee on Alumni Affairs of the Board of Trustees;
10. Chair of the Committee on Development of the Board of Trustees;
11. Immediate past Chair of the Council;
12. The Chair of any *ad hoc* or advisory committees of the Council;
13. Director of the Council;
14. Director of Pipeline Management of the Office of Volunteer Programs; and
15. Members appointed by the Executive Director of Council, Director of Council, and the Chair at their discretion.

Council members who have served on the Administrative Board three years in succession are not eligible for re-election as Administrative Board elected members during the succeeding twelve-month period. Nothing herein shall limit the periods of service of Council members elected to officer positions of the Administrative Board or of its *ex officio* members.

VI. Meetings

In each fiscal year there shall be a combined Annual Meeting of the Council and Trustees at such time as the Board of Trustees shall determine.

VII. Budget

The budget allotted to the operations of the Council and its committees shall be administered by the Executive Director of the Council.

VIII. Report

The Chair of the Council, together with the past Chair of the Council in transition years, shall make a written report of the activities of the Council year to the Chair of the Board of Trustees and the President of the University.

IX. Bylaws

The Administrative Board has the power to adopt and amend Bylaws for the regulation of the affairs of the Council, subject to the provisions of the University Bylaws and of this Constitution.

X. Amendments

The Board of Trustees may at any meeting revoke and, after due notice and in consultation with the Administrative Board, amend this Constitution.