

BY-LAWS
OF
CORNELL ALUMNI ASSOCIATION OF GREATER ROCHESTER, INC.

May, 2009

ARTICLE I: Name and Office

- Section 1. Name. The name of the corporation is the Cornell Alumni Association of Greater Rochester, Inc. d/b/a Cornell Club of Rochester (hereafter the "Club").
- Section 2. Office. The principle office of the Club shall be in the County of Monroe, State of New York. The Club may also have offices at such other places as the Board of Directors may from time to time direct, or the purposes of the Club may require.
- Section 3. Purpose. The purpose of this organization shall be to further the interests and promote, in all respects, the welfare of Cornell University ("Cornell" or "the University"), and, in furtherance of its charitable and educational purpose to conduct or participate in annual or capital fund drives for the University; sponsor or participate directly or indirectly in educational activities relating to the University including programs to inform Members of recent developments at the University, seminars and similar programs; assist the Admissions Office of the University; establish and maintain scholarships; and promote alumni relations with the University.

ARTICLE II: Membership

- Section 1. Eligibility The following individuals shall be eligible to be Members of the Club:
- (a) Any individual who has ever been a registered student in any department or course of the University and any individual who has ever been connected in any official capacity with the instructional or administrative staff, or governing board of the University.
 - (b) The spouse of any person who is a Member under Subsection (a) above.
 - (c) Any person interested in the University who is sponsored by a Member who is qualified under Subsection (a) above.
 - (d) Honorary Members as appointed by the Board of Directors ("Board").

Such persons shall become a regular Member in good standing upon their signing a membership application provided by the Membership Committee Chair and upon paying the first year's dues. A Member shall remain in good standing for as long as their dues are paid in full.

- Section 2. Honorary Members. Honorary Members shall be exempt from the payment of dues or other fees. They shall be entitled to all the privileges of regular Members, except the right to vote, hold office or to any interest in the property of the Club.

- Section 3. Dues. Annual dues for regular Members shall be payable on or before October 15 of each year. If a Member's dues are not paid within ninety (90) calendar days after the date they are due, then that Member shall automatically cease to be a regular Member. The amount of the annual dues may be changed by a two-thirds vote of the Board.
- Section 4. Resignation. Any Member may withdraw from the Club by giving written notice of such intention to the Membership Committee Chair.
- Section 5. Eligibility for Offices. Only Cornell alumni shall be eligible for election to or appointment as Officers, the Board, and the Nominating Committee.

ARTICLE III: Board of Directors

- Section 1. General Powers. The Board shall control and manage the affairs of the Club so as to carry out its objectives.
- Section 2. Membership and Qualification. The Board shall consist of elected Officers of the Club, the immediate past President, the Chairmen of the Standing Committees authorized by the Board, and generally not less than three nor more than six At-Large Directors.
- Each Director shall be at least nineteen years of age and must be a Member in good standing and a Cornell alumnus. Changes in the number of Directors shall require approval of a majority of the Board.
- Section 3. Classes and Terms. The elected Officers and immediate past President shall serve as Directors only for so long as they hold their respective offices. The At-Large Directors shall be divided into two classes of equal or as close as possible to equal number, and shall each serve for a term of two (2) years. Any Director shall be eligible for re-election for up to a total of two (2) consecutive terms in the same position.
- Section 4. Vacancies. Any vacancies occurring in the Board and any position to be filled by reason of an increase in the number of directors shall be filled by a vote of the majority of the Board then in office. A Director elected to fill a vacancy caused by a resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.
- Section 5. Removal. A Director may be removed for cause by action of a 2/3 majority of the members of the Board. Any Director who is absent from three consecutive Board meetings, without a valid excuse to the Board, shall be automatically deemed to have resigned and shall be notified by the Secretary.
- Section 6. Resignation. Any Director may resign at any time by giving written notice to the President or Secretary of the Club. Such resignation shall take effect at the time specified therein, or, if no time is specified therein, then upon receipt thereof.

Section 7. Compensation. Directors as such shall not receive any payment for their services. However, reasonable expenses incurred in the performance of Club duties can be reimbursed up to the full cost of such, including cost of travel for Alumni Affairs initiated meetings. Such reimbursements are subject to the approval of the Board.

ARTICLE IV: Officers

Section 1. Officers. The elected offices of the Club shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer. No person shall hold more than one office in any term.

Section 2. Eligibility. Any Member in good standing who is also an alumnus of Cornell may serve as an Officer of the Club.

Section 3. Term of Office. Officers shall assume their official duties immediately following their election, and shall serve for a term of one year or until re-election or election of their successors.

Section 4. Removal. Any Officer may be removed by action of a two-thirds majority of the Board whenever in its judgment the best interest of the Club would be served thereby.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired term.

Section 6. Duties of Officers

- (a) President. The President shall have the usual duties and powers pertaining to that office. The President shall preside at all meetings of the Club, shall chair all meetings of the Board and shall be an ex-officio member of every committee.
- (b) Vice President(s). The Vice President(s) shall perform the duties and exercise the power of the President during his absence, or at his request. If the office of the President becomes vacant, he shall become President for the unexpired term. In addition, he shall be primarily responsible for program coordination for the Club and shall act as Chair of the Program Committee. In the event a first and second Vice President are elected, they will share all responsibilities. The first Vice President will exercise the power of the President during his absence, or at his request, and shall become President for the unexpired term if the office of the President becomes vacant.
- (c) Secretary. The Secretary shall keep minutes of all meetings of the members and the Board, and assure that a current mailing list of all active Members of the Club is kept, and the Club website is maintained. The Secretary will be responsible for any correspondence as directed by the President.
- (d) Treasurer. The Treasurer shall keep the funds of the Club in a separate bank account, collect all dues and other monies paid to the Club, make all

disbursements, submit a written report of the financial condition of the Club at the Annual Meeting and render a special financial report at each Board meeting or whenever requested by the President, or Board.

ARTICLE V: Meetings

- Section 1. Annual Meeting of the Members. There shall be an Annual Meeting of Members of the Club to be held at such a time and place as the Directors may determine. Notice of the time and place of each Annual Meeting of Members shall be given in writing and mailed to each active Member in good standing at the Member's last known address at least ten (10) calendar days and no more than fifty (50) calendar days prior to the date of the meeting.
- Section 2. Special Meeting of the Members. Special meetings of Members may be called by the President upon the written request of ten (10) Members to such officer, or by the Board. Notice of the time and place of any special meeting shall be given in writing and mailed to each active Member in good standing at the Member's last known address at least fifteen (15) calendar days but not more than fifty (50) calendar days prior to the date of the meeting.
- Section 3. Regular and Special Meetings of the Board. Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special Meetings may be called by the President or upon written notice of at least four (4) Directors. Notice of a special meeting shall be given in writing and mailed or by telephone at least five (5) calendar days prior to the meeting to all Directors by the President and Secretary. All meetings of the Board shall be open to Members, unless the Board otherwise elects. Board meetings may be held by conference telephone or similar communications equipment allowing all participants in the meeting to hear each other.
- Section 4. Quorums. The lesser of one hundred Members or one-tenth of all active Members in good standing shall constitute a quorum for the transaction of business by the Members at any meeting thereof. A majority of the entire membership of the Board shall constitute a quorum for the transaction of business of the Board at any meeting thereof.
- Section 5. Action without Meeting. Any action which may be taken at a meeting of the Members or of the Board may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all the Members or the Board and filed with the minutes of the proceedings.
- Section 6. Proxies. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another Member to act for him by proxy. Every proxy must be signed by the Member. No proxy shall be valid for more than eleven months unless otherwise provided by the proxy, and may be revoked by the Member executing it.
- Section 7. Waiver of Notice. Any requirement of notice contained in this Article V may be expressly waived by the Members and/or the Directors.

- Section 8. Annual Calendar. The President and Vice President(s) shall, prior to September 1 of each year, prepare a calendar of meetings and activities scheduled for the Club year. The calendar shall be circulated to the Members promptly. The calendar may be changed by the Board during the year.

ARTICLE VI: Elections

- Section 1. Officers. The Officers shall be elected by the Members at the Annual Meeting or, at the discretion of the Board, by mail ballot, and shall hold office until their successors shall be duly elected and qualified.
- Section 2. At-Large Directors. At each Annual Meeting, or at the discretion of the Board, by mail ballot, At-Large Directors shall be elected by the Members for a term of two years to succeed the class whose term then expires.
- Section 3. Nominating Committee. The Nominating Committee shall consist of the President and at least two (2) other Members in good standing all of whom are Cornell Alumni. The duty of the Nominating Committee shall be to nominate a slate of Officers, Directors, and the subsequent year's Nominating Committee to be voted upon at the Annual Meeting.
- Section 4. Other Nominations. Other nominations, in addition to those submitted by the Nominating Committee, must be filed with the President or the Secretary no later than April 1st on written petition of ten (10) Members in good standing. No nominations will be received from the floor.
- Section 5. Voting and Election. Officers and Directors shall be elected by a majority of the votes cast. The President may serve no more than two consecutive terms.

ARTICLE VII: Committees

- Section 1. Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, designate from among its members an Executive Committee, and other standing or special committees, each of which shall consist of three or more Members in good standing. All committees exist at the discretion of the Board and shall be responsible to the Board. Each committee shall make a report of their activities to the Board in writing, and shall observe such other procedures as are prescribed by the Board.

The Board may designate one or more Directors as alternative members of any such Committee, who may replace any absent member or members at any meeting of such Committee.

Any action required or permitted to be taken by a Committee of the Board may be taken without a meeting if all members of the Committee consent in writing to the adoption of a resolution authorizing such action. The resolution and the written consents shall be filed with the proceedings of the Committee.

Section 2. Standing Committees. The following standing Committees shall be maintained: Cornell Alumni Ambassador Admission Network, Membership, Scholarship, and Program. Specific duties of each of the standing Committees shall be determined by the Board.

The President shall appoint the Chair of each Committee, who will, with the approval of the elected members of the Board, become voting members of the Board.

Section 3. Scholarship Fund Oversight Committee. The President, Treasurer, and one other Member of the Club appointed by the Board shall administer the Endowment Fund maintained by the Club and shall approve the dispersal of funds as required.

ARTICLE VIII: Indemnification and Insurance

Section 1. Indemnification: The Club shall, to the fullest extent now or hereafter permitted by-law, indemnify any person against any claim made or threatened to be made in connection with any action, suit, investigation or proceeding (or any claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, including any settlements thereof or any appeals therein, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being, or at any time having been a Director or Officer of the Club, or by reason of being, or at any time having been, while such a Director or Officer of the Club or, at the direction or request of the Club, a Director or Officer against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person.

Section 2. Insurance: The Club may purchase and maintain such insurance on behalf of any person who is or at any time has been a Director, Officer, or agent of, or in a similar capacity with, the Club, or who is or at any time has been, at the direction or request of the Club, a Director, Officer, Chair, manager, adviser of or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise, including any employee benefit plan, insuring them to the extent permitted by law, against any liability asserted against or incurred by such person in connection with any such service to or on behalf of the Club.

Section 3. Advance of Expense: Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the Club in advance of the final disposition of such action, suit or proceeding as authorized by the Board, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Club.

Section 4. Non-Exclusiveness: Heir: The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification

may be entitled as a matter of law or under the Certificate of Incorporation, these by-laws, any agreement, resolution of the Board, any insurance purchased by the Club, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IX: Amendments

- Section 1. Amendments. The By-laws may be amended by a majority vote of those active Members in good standing present at the Annual Meeting or a Special Meeting of the Club. The Secretary shall mail a copy of the proposed Amendment to each Member in good standing at his address as shown in the records of the Club at least fifteen (15) calendar days and not more than fifty (50) calendar days prior to the date of the meeting at which the proposed amendment is to be voted on. Amendments may be proposed by majority vote of the Board or petition signed by the ten (10) Members in good standing of the Club submitted to the Secretary.

ARTICLE X: Miscellaneous

- Section 1. Fiscal Year. Unless otherwise ordered by the Board, the fiscal year of the Club shall be July 1 through June 30.
- Section 2. Construction. If there is a conflict between the provisions of the Certificate of Incorporation and these By-Laws, the provisions of the Certificate of Incorporation shall govern. All questions of government and procedure for which no provision is made in the Certificate of Incorporation or in the By-Laws and not addressed in the New York Not-for-Profit Corporation Law shall be decided upon the authority contained in ROBERT'S RULES OF ORDER.
- Section 3. Reconciliation. The masculine gender, wherever used herein, shall include the feminine, the neuter shall include the masculine and feminine and the singular shall include the plural wherever necessary or appropriate.

ARTICLE XI: Dissolution

In the event of the dissolution of the Club, all remaining property or assets of the Club shall, after necessary expenses thereof, be distributed to such organizations which shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations there under, or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which the Club was formed.