

## **Cornell Fencing Association**

### **Bylaws**

- I. **Name** The name of the association shall be the Cornell Fencing Association ("CFA").
- II. **Purpose** The purpose of the CFA is to encourage, promote, and support the fencing program at Cornell University. Through financial, networking, mentorship and other means, the CFA assists Cornell University in creating an environment, where involved constituencies can strive to enhance student-athletes' lives, in accordance with the currently established state of affairs within our program, mission, and goals of Cornell University, the Athletic Department, and the NCAA.
- III. **Operating Guidelines** The Cornell University Department of Athletics and Physical Education has the sole authority to grant the CFA permission to operate pursuant to these Bylaws and Cornell University policies and procedures. The Cornell Fencing Association and its members will abide by all Cornell University, NCAA, and Ivy League rules in their conduct and disbursements of funds. Any member who violates Cornell University, NCAA, or Ivy League rules will be disassociated from the CFA. All decisions of the CFA, including disbursement of funds, are subject to review by the Cornell University Director of Athletics, who may nullify any decisions that are deemed inappropriate or inconsistent with the mission, policies, principles, or rules of Cornell University, the NCAA, or the Ivy League. Compliance information will be distributed to the Members on an annual basis to ensure all Members are educated on these rules.
- IV. **Membership**
  - A. **Eligibility** Membership is open to supporters of Cornell Fencing and alumni who have participated in the Cornell Fencing program.
  - B. **Definition**
    1. **Membership** Individuals who have contributed financially to support the Cornell Fencing Association or the Cornell Fencing program within the previous or current fiscal year shall be deemed members of the CFA.
    2. **Honorary Members** Individuals, families, corporations, or any group of individuals who make a significant and lasting contribution to the success to the Cornell Fencing Association or the Cornell Fencing program may be nominated by the Board and selected to be Honorary Members by the CFA. Selection of Honorary Members will be concurrent with Officer and General Board Member elections. Those receiving a majority vote will become Honorary Members of the CFA for life. Honorary Members have the same benefits as Annual Members plus the option to serve on the CFA Advisory Board.

- V. **Meetings** The President, supported by the Secretary, shall propose the time, place, means, and agenda for CFA board meetings. A quorum of the Board of Directors is five (5) Directors participating in person, by electronic means, or through proxy.

A. **Annual Meetings**

1. The CFA will meet annually in Ithaca, NY in conjunction with the Spring Banquet, or at such other time and place as determined by the Board of Directors. The meeting will be open to all Members of the CFA, as well as friends and supporters of Cornell Fencing.
2. Written notice of the time and place of the annual meeting shall be announced to all Members at least twenty-one (21) days before the annual meeting. The meeting notice shall include a draft of the agenda for the meeting. Notice sent electronically to Members shall satisfy this Bylaw.
3. The following information shall, at a minimum be presented to the membership at annual meetings:
  - a. Program Report (presented by the head coach or another Athletic Department staff member): A review of the fencing program.
  - b. Budget and Equipment Report (presented by a member of the Athletic Department): A review of the status of the team's budget and equipment, focusing on budgetary and equipment needs for the next fiscal year.
  - c. Fiscal Report (presented by the CFA Treasurer): A review of the CFA's finances, including a proposed budget for the following fiscal year.
  - d. University Report (presented by a member of the Athletic Department staff): A review of the fencing program in light of Cornell's mission, policies, and rules.
  - e. Annual Report (prepared and presented by the President): A review of the Board of Directors' activities from the prior year.
  - f. Prospective Report (presented by elected Board of Directors for the coming fiscal year): Review of CFA Goals for the coming year.

B. **Regular Board Meetings**

1. The Board of Directors shall hold quarterly meetings, at a time and place to be determined by the Board. A minimum of five (5) days' notice is required for board meetings, unless a simple majority of the Board waives the notice requirement, or if the President determines in his/her discretion to call an emergency board meeting due to exigent circumstances.

2. The President, supported by the Secretary, will provide board members with a written agenda for emergency board meetings no less than twenty-four (24) hours in advance of such board meetings.

**C. Special Meetings**

1. Special meetings of the CFA may be called by the President or by request of one-third (1/3) of the members of the Board of Directors or by request of 10% of the active membership. Meetings may occur in person or remotely.
2. Written notice of the time, place, and agenda for the special meeting must be announced to all active members at least two (2) days in advance of the meeting. Only such business may be transacted by the Board as is specified in the notice of said meeting.

**VI. Voting**

- A. Each Member of the CFA and each Director is entitled to one (1) vote.
- B. Proxy votes are permitted, provided the Proxy produces signed and dated written authorization prior to the vote under consideration.
- C. Voting shall only proceed if a quorum of the Board is present.
- D. Except as otherwise specified in these Bylaws, motions that are made, seconded and supported by a simple majority of members participating shall constitute the determination of the CFA.
- E. The Board of Directors may determine that it is necessary to hold a remote vote or poll the membership on an issue that must be decided when a special meeting is not possible. Under such circumstances, the ballot must contain the exact motion to be voted on as well as a brief discussion of the motion and its effects. The ballots must be submitted within fourteen (14) days of distribution of the ballot.
- F. For any meeting, members do not need to be physically present, but may participate electronically, as appropriate.

**VII. Leadership & Governance**

- A. Composition of Board of Directors** The Board of Directors shall be composed of:

1. The Officers of the CFA, comprised of the President, Vice President, Secretary and Treasurer.

2. Seven (7) General Board Members elected from the active membership. The number of General Board Members may be increased by the Board through a simple majority vote of the Board.
  3. Head Fencing Coach.
  4. Cornell University Director of Athletics.
- B. Distribution** The Board of Directors shall make a good faith effort to maintain equal representation across genders and across the span of class years of fencing alumni within the Officers and General Board Members.
- C. Eligibility** All Members of the CFA in good standing are eligible to run for and serve as a member of the Board of Directors of the CFA.
- D. Founding Directors** The Director of Athletics and Head Fencing Coach will appoint Founding Officers and General Board Members.
- E. General Duties of the Board of Directors** The Board of Directors will provide general supervision and management of the CFA; its funds and affairs and will coordinate the CFA's activities with the Department of Athletics and the fencing program. Specific responsibilities include:
1. Receiving reports from the standing committees and taking action.
  2. Approving recommendations of the Nominating Committee for Board of Directors membership.
  3. Ratifying the annual slate of officers as submitted by the Nominating Committee.
  4. Approving all appointments made by the President to fill Officer vacancies.
  5. Formulating and communicating an annual mission statement for the CFA members for the fencing program.
  6. Soliciting funding for the fencing program and CFA member contributions.
- F. Individual Responsibilities of the Board of Directors**
1. Regularly attend and participate in Board of Directors meetings.
  2. Serve on at least one (1) committee during each fiscal year.
  3. Remain a CFA member in good standing.
- G. Duties of the Officers**

1. **President** The President shall preside at all meetings of the CFA and shall be an ex-officio member of all standing committees. The President shall prepare and present the Annual Report at the Annual Meeting. The President will communicate all CFA decisions to the Cornell University Director of Athletics or representative. The President has authority to approve payments for sums under \$100. The Head Coach and/or Department of Athletics must approve payments greater than or equal to \$100.
2. **Vice President** The Vice President shall assist the President as requested. When the President is unable to perform the duties of the office, the Vice President shall assume the President's duties.
3. **Secretary** The Secretary shall give notice of all meetings and keep minutes of all meetings of the membership and Board of Directors. The Secretary shall forward to the Cornell University Director of Athletics minutes of all meetings of the membership and Board of Directors, whether regular, special, or emergency meetings.
4. **Treasurer** The Treasurer shall oversee the financial records and funds of the CFA, receive all monies paid or owed to the CFA, and dispense all funds for expenditures authorized by the CFA President, the Board of Directors and/or the Director of Athletics in accordance with these Bylaws and Cornell University Athletic Department procedures. The Treasurer shall serve as an ex-officio member of any committee created to manage or disburse gifts or funds.

#### **H. Nomination of Board Members and Officers**

1. Any Member of the CFA in good standing may nominate themselves or any other Member in good standing to serve as an Officer or General Board Member.
2. Nominating Committee will accept nominations in writing from Members in good standing at any time during the fiscal year.
3. Nominations by declaration are authorized at any board meeting of the CFA provided that nominations are included in the meeting agenda and a quorum of the Board is participating.

#### **I. Election of Board Members and Officers**

1. A simple majority vote of participating Members in good standing is required to elect Board Members and Officers. Proxy votes are permitted, provided the Proxy produces signed and dated written authorization prior to the vote under consideration.

2. Elections shall occur at least thirty (30) calendar days prior to the annual meeting, and the results shall be announced at the annual meeting.
3. The Secretary shall provide active members in good standing with fifteen (15) calendar days' notice of scheduled officer elections. The Notice of Elections shall include the names, addresses, and contact information for all candidates running for an open officer positions. At their discretion, candidates may provide a written Statement of Candidate Qualifications and Motivation that the Secretary will include in the Notice of Elections.

#### **J. Terms of Service**

1. Unless otherwise stated, each Officer and Board Member shall serve a three (3) year term.
2. An Officer or Board Member may serve two (2) consecutive terms (as an Officer or Board Member or both) and then, after a one (1) year hiatus, may serve again.
3. Inaugural terms shall be truncated to allow for a staggered turnover. These inaugural terms will count as full terms. To transition to staggered terms, the Founding Board of Directors shall be divided into three (3) groups, each containing approximately one-third (1/3) of the Board. The first group shall include the President, the second group shall include the Vice President, and the third group shall include the Treasurer and Secretary. The General Board Members will be divided among the three groups. The first group shall serve for a truncated term of one (1) year; the second group shall serve for a two (2) year term; and the third group shall serve for a three (3) year term.
4. Any Officer or Board Member may be removed by an affirmative vote of a two-thirds (2/3) majority of the Board.
5. Any Officer or Board Member may resign from office at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, and, if no time is specified, at the time of its receipt by the President. Acceptance of a resignation by the President is not necessary to make such resignation effective, but no resignation shall discharge any accrued obligation or duty of a Board of Director.

#### **K. Succession**

##### **1. Officer Succession**

- a. If the President resigns or is otherwise unable to carry out his/her duties, the Vice President shall assume the President's office and complete the President's term. If the Vice President is unable to fulfill those duties of the Presidency, a previous or current Board Member

shall be nominated by the Board of Directors, and approved by a simple majority vote of the Board of Directors.

- b. A vacancy in any other officer position shall be filled by a person nominated by the President and approved by a simple majority vote of the Board of Directors.

- 2. **Board Member Succession** If a General Board Member resigns or is otherwise unable to carry out his/her duties, the President shall nominate a replacement who, upon a simple majority vote of the remaining Board of Directors, shall complete the term.

**VIII. Committees** The Board, from time to time, may designate committees as the business of the Board requires. The Board shall appoint the Chairperson of any such committee solely from among its Members. Any such committee serves at the pleasure of the Board, and may be dissolved at any time by a resolution adopted by a simple majority of the Board of Directors.

**IX. Advisory Board** An Advisory Board consisting of honorary members, ex-officio officers and directors of the Board, team liaisons, and others, may be established by the Board. The Advisory Board is able to weigh-in during board meetings, however, do not constitute part of the Board of Directors and do not possess Board voting rights.

**X. Amendment Procedure**

- A. Any member of the board initiates amendments to these Bylaws by motion at a meeting of the Board of Directors where a quorum is participating. A simple majority of the voting members of the Board of Directors sustains the motion. Immediately thereafter, the President forms an Ad Hoc Drafting Committee made up of General Board Member volunteers, representatives of the Cornell Athletics Department, the Cornell Fencing coaching staff and student athletes, and others, as appropriate.
- B. The Secretary will ensure that proposed changes to these Bylaws are published to all Members in good standing with a reasonable notice and comment period of not less than thirty (30) calendar days. Upon the close of the notice and comment period, the Ad Hoc Drafting Committee will present final recommendations to the President and Board of Directors for adoption and approval.
- C. The Secretary will publish promptly proposed final amendments to these Bylaws to all Members in good standing. Thereafter, voting on the proposed amendments will occur at the annual meeting, but should it become necessary the Board may call for a vote earlier in the year. Proxy votes are permitted, provided the Proxy produces signed and dated written authorization prior to the vote under consideration. A simple majority of votes cast by Members in good standing is required to adopt proposed amendments to these Bylaws. Amendments adopted by the membership will be formally adopted by the Board, changes shall be effective immediately,

published to the membership, and an official amended copy of the Bylaws will be forwarded to the Office of the Director of Athletics per Paragraph XI below.

**XI. Ratification of Bylaws** As duly appointed officers of the Cornell Fencing Association, effective this day ( ), we hereby ratify the stated Bylaws of the Cornell Fencing Association (CFA) and recognize the CFA as a legitimate support organization of the Cornell University fencing program and assume the responsibilities of said organization in compliance with rules and regulations set forth by Cornell University, the NCAA, and the Ivy League.

**XII. Maintenance of Bylaws** A copy of these Bylaws, membership rosters, and meeting minutes shall be maintained by the Office of the Athletics Director (or by his or her designee).

**XIII. Acknowledgement and Approval of Cornell Fencing Association Bylaws**

**Director of Athletics:**

Print Name JORWAN NOEL, JR. Date 2/15/2017

Signature J. C. Noel, Jr.

**Cornell Fencing Association President**

Print Name Barbara Todd Heiner Date March 14, 2017

Signature Barbara Todd Heiner