

Cornell Fencing Association

By-laws

Issued:

Last Revised: 4 March 2015

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 by-laws 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 provided annually 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. Active Members

Individuals who have contributed to Cornell Fencing or the Cornell Fencing Association during the Cornell fiscal year in which their contribution is received. The Cornell fiscal year extends from July 1 to June 30.

C. Any member who violates Cornell University, NCAA or Ivy League rules shall be disassociated from the CFA.

V. Meetings

A. Annual Meeting

1. The CFA will meet annually in Ithaca, NY during the weekend of the Cornell Fencing Alumni and Friends Tournament. The meeting will be open to all members of the CFA.
2. Written notice of the time and place of the annual meeting shall be announced to all active 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 all active members shall satisfy this by-law.
3. Agenda: The following shall occur at the annual meeting:
 - 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. Review of CFA Goals for the coming year (presented by elected Board of Directors for the coming fiscal year)

B. Special Meetings

1. Special meetings of the CFA may be called by the President or by request of one-third 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 fourteen (14) days in advance of the meeting. Only such business may be transacted as is specified in the notice of said meeting.

C. Voting

1. Each active member present at a meeting will be entitled to one vote. Proxy votes will be permitted with written and dated authorization. Motions made and seconded may be voted upon and a majority vote of those present shall constitute the determination of the CFA. A quorum must be present for all votes, which would bind the CFA. Five voting board members constitute a quorum.

2. 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. 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.
3. For any meeting, members may call in if necessary and do not need to physically be in attendance.

VI. Officers

A. The officers of the CFA shall be a President, Vice-President, Secretary and Treasurer.

B. Election of Officers

1. All positions shall be elected by a majority vote of active members responding to a ballot distributed on February 1st. Elected officers will begin their term on July 1st of the calendar year during which they are elected.

2. Eligibility

All persons running for and elected to an officer's position must be and remain an Active member of the CFA in good standing. Candidacies may be nominated by the Nominating Committee or other active members or eligible members may choose to nominate themselves.

3. Inaugural Officers

A selected group of inaugural officers will be approved by the head fencing coach and Director of Athletics and will serve until the end of the fiscal year in which the first election takes place. At the first election, a new President will be elected for a truncated term of one year and a Vice president will be elected for a truncated term of two years so as to stagger turnover of future officers. Elections will occur per the protocol outlined in "Election of Officers". These inaugural terms will all count as full terms.

C. Duties

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 Association decisions to the Cornell University Director of Athletics or representative. The President has authority to approve payments for sums under \$100.

2. Vice President

The Vice President shall assist the President as requested. When the President is absent, 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 or special meetings.

4. Treasurer

The Treasurer shall oversee the financial records and funds of the CFA, receive all monies owed to the CFA, and dispense all funds for expenditures authorized by the CFA President, the Boards of Directors and/or the Cornell University Director of Athletics in accordance with these by-laws 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.

D. Terms

The term of each officer shall be three years. The President and Secretary shall be elected in one year, and the Treasurer in the next, and the Vice President in the year after the Treasurer. Each officer shall be limited to two consecutive terms in any officer role, after which they may not serve as an officer for at least three (3) years.

E. Succession

1. If the President resigns or is otherwise unable to carry out his duties, the Vice President shall assume the President's office and shall finish the President's term.
2. A vacancy in any other position shall be filled by a person nominated by the President and approved by a 2/3 vote of the Board of Directors. The appointee shall finish the officer's term and it will count as completion of their initial term. For example, a Vice President taking over as President will count their combined time as Vice President and President as one term.

VII. Board of Directors

A. Members: The Board of Directors ("the Board") shall be composed of:

1. The officers of the CFA
2. Maximum of seven (7) General Board Members elected from the active membership
3. Honorary members
4. Ex-Officio members:
5. Head Fencing Coach
6. Cornell University Director of Athletics

B. Terms

1. Each Active Member of the Board shall serve a three-year term.
2. An Active Member may serve two consecutive terms and then after a one year hiatus may serve again.
3. An Active Member who misses three (3) consecutive Board of Directors meetings without contacting any officer before the meetings shall be automatically removed from the Board.
4. Between the Officers and General Board members, the gender split must be fifty/fifty (50/50), plus or minus one (1) member if the number of officers and general board members combined is odd. For example, if there are four (4) officers and seven (7) general board members, there may not be more than 6 females or 6 males.

C. Election of General Board Members

Election of General Board Members will be held alongside Officer elections (refer to "Election of Officers" for details of election procedure). No more than three Board members will be elected in one year. The active members with the most votes will be elected to the Board.

D. Selection of Honorary Members

Selection of Honorary Members will be held alongside Officer and General Board Member elections. Active members of the CFA who have served on the Board and who have made outstanding contributions to the program may be nominated as Honorary Members of the Board of Directors. Nominated Honorary Members receiving a majority vote will be elected to the Board of Directors for life. Only one Honorary Member may be selected in a year.

E. General Duties of the Board of Directors

1. 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:
 - a. Receiving reports from the standing committees and taking action.
 - b. Approving recommendations of the Nominating Committee for Board of Directors membership.
 - c. Ratifying the annual slate of officers as submitted by the Nominating Committee.
 - d. Approving all appointments made by the President to fill officer vacancies.
 - e. Formulating and communicating an annual mission statement for the CFA members for the fencing program.
 - f. Soliciting funding for the fencing program.

F. Individual Responsibilities of Members of the Board of Directors

- a. Solicit CFA members.
- b. Attend Board of Directors meetings.
- c. Serve on at least one committee during the calendar year.
- d. Participate in the annual fund drive.

VIII. Committees

A. Standing Committees

The standing committees of the CFA will be the Nominating Committee, Mentorship Committee, Public Relations Committee, Major Gifts Committee and any special committees deemed necessary.

B. Committee Chairmanship and Membership

The Board of Directors will annually designate a chairperson for each committee from among the members of the Board and said person may re-designate. Any member of the Board may serve on any standing committee. The Board may permit non-Board members to serve on committees. Committee Chairs are permitted to invite any CFA member to attend committee meetings in an ad hoc capacity as an advisor or to give reports.

C. Nominating Committee

The Nominating Committee will solicit the active members of the CFA for the Board and committee chair positions.

D. Public Relations Committee

The Public Relations Committee, with cooperation from and in coordination with the Department of Athletics, will be responsible for encouraging and promoting CFA events and projects, as well as accomplishments of the fencing program. This committee will be charged with maintaining a website for the CFA. Creation of which and access to, will be shared with the current Cornell Fencing coaches' staff and Cornell University Athletics administration. Content of the website is subject to review and change by the parties with granted access.

E. Mentorship Committee

The Mentorship Committee will be responsible for the development and administration of a Mentorship Program for current fencers.

F. Major Gifts Committee

The Major Gifts Committee, with cooperation from and in coordination with the Department of Athletics, will be responsible for encouraging others to talk about Cornell Fencing program achievements and aspirations and presenting financial challenges to solicit/ask gifts for the Cornell Fencing Team.

G. Special Committees

The Executive Committee may establish special committees and will specify their duties, length of operation, reporting requirements and membership.

IX. Amendment Procedure

Changes in these by-laws can be made at the annual meeting or remotely by poll of the active members of the CFA, requiring two-thirds agreement of the members in attendance or responding. Proxy votes will be permitted with written and dated authorization. A quorum of eleven active members, including a minimum of 6 board members, must be present for all votes. Amended policies will take effect in the coming fiscal year.

X. Ratification of By-laws

As duly appointed officers of the Cornell Fencing Association. Effective this day () we hereby ratify the stated by-laws 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.

XI. Maintenance of By-laws

A copy of the by-laws, membership rosters and meeting minutes must be maintained in the Director of Athletics' office (or by his or her designee).

XII. Acknowledgement and Approval of Cornell Fencing Association By-laws

Director of Athletics:

Print Name JOHN ANDREW NOEL, JR. Date MARCH 31, 2015

Signature J. Andrew Noel, Jr.

Cornell Fencing Association President

Print Name Valerie DeRose Leimer Date April 2, 2015

Signature Valerie DeRose Leimer