



## **Cornell Delta Phi Association**

Pi Chapter at Cornell University  
Founded June 1, 1891, Ithaca, NY

### **Notice of Annual Meeting Sunday, October 22 at 10:30 a.m. (Homecoming weekend)**

**All Members are welcome and encouraged to Join  
in person at Llenroc or remotely by teleconference**



The Annual Meeting of Cornell Delta Phi Association will be held during Cornell Homecoming weekend at Llenroc, 100 Cornell Avenue, Ithaca, NY 14850 on Sunday October 22, 2017, commencing at 10:30 a.m. Members are encouraged to RSVP for the Annual Meeting and all the weekend's activities at:

<https://www.llenroc.org/131-rsvp/>

The Annual Meeting is expected to last approximately 1 hour. Members who cannot attend in person are encouraged to participate by teleconference:

#### VIDEOCONFERENCING WITH AUDIO

<https://zoom.us/j/8343623307> (PC, Mac, Linux, iOS or Android)

#### PRIMARY CALL-IN

US: +1 415 762 9988 OR +1 646 568 7788

Meeting ID: 834 362 3307

iPhone one-tap: +14157629988,,8343623307# OR +16465687788,,8343623307#

International numbers available:

[https://zoom.us/join?m=m7rEhoF5ozW1vAJZY\\_bBadVEJUnxaW9](https://zoom.us/join?m=m7rEhoF5ozW1vAJZY_bBadVEJUnxaW9)

#### CONTINGENCY CALL-IN

US: +1 (712) 775-7031

Access Code: 656-248-604

Please use this if technical issues arise or if you cannot join the main service as both will be connected.

## **ASSOCIATION LEADERSHIP**

### **Executive Committee**

President: Brent Gottesman  
Vice President: Derek Edinger

Secretary: Alexander Franco  
Treasurer: Alex Latella

### **Trustees**

Jon Abe  
Lawrence Boyd  
Craig Fanning  
Ross Gottesman  
Joshua Horwitz

Ryan Lavin  
Michael McLaughlin  
Samer Obeid  
Michael Puleo  
Michael Pusateri

Vadim Rubinstein  
Larry Watkins  
Stewart Wheller  
Ian Wright

### **Associate Trustees**

David Bean  
Neil Gandhi  
Anthony Robinson

Kyle Rudge  
Marc Hernandez

### **Trustees Emeritus**

Fred Barre

Michael Barry

### **Undergraduate Executive Committee**

President: Connor McAllister  
Vice President/Risk Manager: Matthew Lehman  
Treasurer: Andrew Glosson  
Social Chair: Joseph Zolik  
Social Chair: Brandon Nolasco  
Alumni Relations Chair: Jacob Gensler  
Philanthropy Chair: Haroon Sheikh  
Secretary: Tyler Tracy  
Chief Justice: James Winans

## **AGENDA**

### **1. Welcome, opening remarks, miscellany – Brent Gottesman, President**

- a. Preliminary NY Dinner date announcement
- b. Revival of Jan president's luncheon in NYC for the incoming/outgoing undergrad presidents

### **2. Undergraduate President Update – Connor McAllister, President**

### **3A. Proposed Revision to the Association's Articles of Incorporation to change the number of directors – Alexander Franco, Secretary**

The current bylaws of the Association states the following with respect to the number of board members:

The Board of Trustees shall consist of no less than six (6), nor more than twenty (20) trustees and shall be elected from among the members of the Association as herein provided. One undergraduate shall be elected by the undergraduates of Pi Chapter of Delta Phi Fraternity at a meeting of undergraduates who shall serve for one year and until his successor is elected.

The board, which currently has 18 alumni and 1 undergraduate members, has been operating under this framework for some time now. I have reviewed the Association's Articles of Incorporation and amendments thereto as filed with the NY State department of corporations and cannot find support for this number of trustees. The last relevant change I can find was filed on 11/15/1939 and established:

The number of directors provided for herein shall not be less than a stated minimum nor more than a stated maximum, to wit, not less than five (5) nor more than fifteen (15), the number of said directors to be as fixed by the By-Laws of the corporation.

I propose that the Association vote to authorize an amendment to the Articles of Incorporation to eliminate the limit on the maximum number of directors as follows:

The number of Directors (also referred to as Trustees or Members of the Board of Trustees of the corporation) provided for herein shall not be less than five (5) with no maximum number fixed in the Articles of Incorporation as amended. The process for appointing or electing Directors shall be established through the By-Laws of the corporation as amended by the Corporation from time to time.

### **3B. Proposed Revision to the Association Bylaws to address facilitate the election of trustees and to generally update and reform the document – Alexander Franco, Secretary**

Amendments to Association bylaws can only be approved at the annual meeting. This agenda item will put to the Members a vote on a proposed update to the bylaws.

A trustee committee was formed to propose updates our bylaws in 2017 and the board of trustees approved a set of updates to be voted on by the Association membership during this meeting. These updates are incorporated into the marked version of the bylaws, which is appended to this document.

Most of the updates are minor and intended to reform the bylaws. One proposal to change the process of electing trustees, however, did garner some debate. This proposal is outlined below.

Proposal: Replace the vacancies section of the bylaws to read as follows:

### III. 2. Vacancies and Unfilled Trustee Positions

Vacancies on the Board of Trustees may occur as a result of resignation or other inability of a Trustee to continue service as a Trustee. Unfilled Trustee positions on the Board of Trustees may occur as a result of election of fewer than five Trustees at an Annual Meeting in any year.

At each Annual Meeting of the Association, the Association may elect one Trustee to serve for the remaining duration of the term of any vacancy or unfilled trustee position. Vacancies may be filled at any time with interim appointments by a supermajority vote of all Trustees of the Board of Trustees (at least two-thirds of all Trustees in support thereof), which interim appointments shall continue only until the next Annual Meeting.

The current vacancies section reads as follows

III. 2. Vacancies. Any vacancies on the Board of Trustees remaining unfilled at the annual meeting of the Association, or occurring after such annual meeting or at any time, may be filled by the Board of Trustees.

Rationale:

We have a maximum of 20 alumni Trustees, but in certain years, the Association may choose to elect fewer than 5 trustees. When we elect fewer than 5 trustees in a year, any open positions will remain unfilled for the durations of those terms, unless we act to fill those positions by other means. We currently have 18 trustees as a result of only four trustees being elected in 2014 and 2016. We can only increase to 19 in 2018 at earliest and to 20 in 2020 at earliest without filling vacancies. In order to better groom future trustees to serve in executive roles, we should seek to develop a full and robust board, encouraging active participation and involvement from all. I see no advantage to restricting the board to a small number of Trustees. I see no rationale in holding positions that are left unfilled during a particular election year as unfilled for the duration of their respective terms.

**4. Financial Overview – Alex Latella, Treasurer**

**5. Llenroc Status and Live In Situation – Derek Edinger, Vice President**

**6. Election of New Trustees – Brent Gottesman, President**

The following current Trustees have terms ending in 2017 (today):

Jon Abe

Brent Gottesman

Joshua Horwitz

Michael Pusateri

Ian Wright

The Board of Trustees formed a nominating committee to review candidates and propose a slate of 5 candidates to be elected for the next 4 year term. The board approved the committee's proposal, which is as follows:

Neil Gandhi (current associate trustee)  
Brent Gottesman (current trustee)  
Michael Pusateri (current trustee)  
Anthony Robinson (current associate trustee)  
Ian Wright (current trustee)

- 7. Open Discussion Between Trustees and Undergraduate Members – Brent Gottesman**
- 8. Additional Matters and Miscellany**

Members who would like to add any additional matters to be considered during the Annual Meeting should contact the association Secretary as follows:

Alexander Franco  
Secretary  
Cornell Delta Phi Association  
+1 571-306-3651  
[af5489@outlook.com](mailto:af5489@outlook.com)

BY LAWS OF

CORNELL DELTA PHI ASSOCIATION

As approved by the Members of the Association  
on October 22, 2017.

ARTICLE I

MEMBERSHIP

1. Qualification. The membership of the Cornell Delta Phi Association shall consist of all undergraduates and graduates who are members of Pi Chapter of Delta Phi Fraternity.
2. Admission, Suspension and Expulsion. Admission, suspension and expulsion of members shall be governed by the Constitution and By-Laws of Pi Chapter of Delta Phi Fraternity
3. Meetings.
  - a. Annual Meetings. The Association shall hold its annual meeting in each year ~~at the Chapter House of Pi Chapter of Delta Phi Fraternity~~ on the a day designated by the Board of Trustees. Any business may be transacted at such annual meeting whether or not the same shall be stated in the notice of meeting sent to members, including the election of Trustees. Notice of each Annual Meeting shall be given to the members in

accordance with the laws of the State of New York.

- b. Special Meetings. Special meetings of the Association may be called by the President or Secretary or four members of the Board of Trustees, and must be called by the President or Secretary upon the written request of 25% of the members of the Association. At such meetings there shall be transacted only such business as shall have been stated in the notice of such meeting or as shall be connected with or incidental to the business stated therein.
- c. Quorum. Nine members of the Association shall be a quorum. Any member may participate in a meeting in-person or by telephone, teleconferencing or video-conferencing.
- d. Notice. Notice of special or annual meetings shall be given to members at least 10 days before the meeting is held. ~~Such notice shall be deemed to be given, if mailed, at the time when the same shall be mailed.~~ Notice shall be given in writing and delivered by mail, personal delivery or electronically.
- e. Adjournments. In the event that at any meeting annual, special, or adjourned, of the Association there shall not be present a quorum for the transaction of business, such meeting may be adjourned and no notice of such adjourned meeting need be given other than by announcement at the meeting which is being adjourned, and any

business may be transacted at such adjourned meeting, provided that a quorum be then present, which could have been transacted at the meeting adjourned.

## ARTICLE II

### SEAL

The corporate seal shall be circular in form and have inserted thereon the name of the Association, the year of its organization, "1896", and the words "Corporate Seal, New York".

## ARTICLE III

### BOARD OF TRUSTEES

1. Organization. The Board of Trustees shall consist of no less than ~~six~~ nine (~~6~~9), nor more than ~~twenty~~ one (~~20~~21) trustees and shall be elected from among the members of the Association as herein provided. One undergraduate trustee shall be elected by the undergraduates of Pi Chapter of Delta Phi Fraternity at a meeting of undergraduates who shall serve for one year and until his successor is elected. The remaining trustees shall be graduate members, as many as five (5) but no fewer than two (2) of whom shall be



elected at the annual meeting of the Association each year to serve for a term of four years and until their successors are elected.

2. Vacancies. Vacancies on the Board of Trustees may occur as a result of resignation or other inability of a Trustee to continue service as a Trustee. Unfilled Trustee positions on the Board of Trustees may occur as a result of election of fewer than five Trustees at an Annual Meeting in any year. At each Annual Meeting of the Association, the Association may elect one Trustee to serve for the remaining duration of the term of any vacancy or unfilled trustee position. Vacancies may be filled at any time with interim appointments by a supermajority vote of all Trustees of the Board of Trustees (at least two-thirds of all Trustees in support thereof), which interim appointments shall continue only until the next Annual Meeting.~~Any vacancies on the Board of Trustees remaining unfilled at the annual meeting of the Association, or occurring after such annual meeting or at any time, may be filled by the Board of Trustees.~~

3. Meetings.

a. ~~Stated-Regular Meetings.~~ One regular meeting shall be called each calendar year by the President or Secretary~~A stated meeting of the Board of Trustees shall be held~~ as soon as practicable after the annual meeting of the Association, upon at least ten days' notice to each trustee, for the purpose of electing officers of the Association and such other business as may be properly brought before the

Board. Notice shall be given in writing and delivered by mail, personal delivery or electronically.

- b. Special Meetings. Special meetings of the Board of Trustees may be called by the President or Secretary and shall be called by the said President or Secretary on the request in writing of two Trustees, upon at least ten ~~two~~ days' notice to each Trustee ~~in person or by mail, telephone or telegram.~~ Notice shall be given in writing and delivered by mail, personal delivery or electronically.
- c. Quorum. At any meeting of the Board of Trustees four (4) Trustees then in office shall constitute a quorum. The act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Board of Trustees except as may be otherwise specifically provided by statute, by the Certificate of Incorporation or these By-Laws. Any Trustee may participate in a meeting in-person or by telephone ~~or,~~ teleconferencing or video-conferencing.
- d. Adjournments. In the event that at any meeting, regular, special, or adjourned, of the Board of Trustees, there shall not be present a quorum for the transaction of business, such meeting may be adjourned, and no notice of such adjourned meeting need be given other than by announcement at the meeting which is being adjourned, and any business may be transacted at such adjourned meeting, provided that a quorum be then present,

which could have been transacted at the meeting adjourned.

4. Powers and Duties. The management and control of the affairs, property and funds of the Association, together with the responsibility and power of determining the policy of the Association, shall be vested in the Board of Trustees.

a. Committees. The Board of Trustees may appoint such committees as it may deem necessary, with such powers and duties as it may delegate to them.

b. Reports. The Trustees shall present at the annual meeting a report verified by the President and Treasurer or by a majority of the Trustees, showing the whole amount of real and personal property owned by it, where located, and where and how invested, the amount and nature of the property acquired during the year immediately preceding the date of the report and the manner of acquisition thereof; the amount applied, appropriated or expended during the year immediately preceding such date, and the purpose, objects or persons to or for which said applications, appropriations or expenditures have been made; and the names and places of residence of the persons who have been admitted to membership in the Association during such year, which report shall be filed with the records of the Association and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

c. Liability for Debts. In the absence of fraud or bad faith, Trustees of the Association shall not be personally liable for its debts, obligations or liabilities.

#### ARTICLE IV

##### OFFICERS

1. Number and Election. The officers of the Association shall consist of a President, a Vice-President, a Secretary and a Treasurer, who shall be elected annually by the Board of Trustees from its own number at its first meeting after the annual meeting of the Association. The Board of Trustees may appoint such other officers or agents as it may deem necessary.
2. President. The President shall be the chief executive officer of the Association and shall exercise the usual functions of the presiding officer. The President shall have authority to sign on behalf of the Association all contracts and other instruments under seal. He shall preside at all meetings of the members and the Board of Trustees and shall be an exofficio member of all committees, and may appoint such committees or individual trustees as he may deem necessary with such powers and duties as he may delegate to them.
3. Vice-President. The Vice-President shall perform all the duties of the President when the President is absent.

4. Secretary. The Secretary shall attend all meetings of the Board of Trustees and all meetings of members of the Association and shall keep records thereof. He shall have the custody of the seal of the Association.
5. Treasurer. The Treasurer shall receive and keep all funds of the Association, and disburse and dispose of the same under the directions of the Board of Trustees, and perform such other duties as usually pertain to the office of Treasurer.
6. Vacancies. If the office of any officer becomes vacant by reason of death, resignation, disqualification, removal or otherwise, the Board of Trustees may choose a successor for the unexpired term.

## ARTICLE V

### AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed at any annual meeting of the Association by a vote of a majority of the members of the Association present and voting at such meeting.