

# **COOK/C.A.E.S. ALUMNI ASSOCIATION, INC. CONSTITUTION & BYLAWS**

## **ARTICLE I - NAME**

The name of the corporation shall be the Cook/C.A.E.S Alumni Association Inc., representing alumni of the School of Environmental and Biological Sciences, Cook College, the College of Agriculture and Environmental Science, and the Rutgers College of Agriculture of Rutgers, The State University of New Jersey and any successor entities, hereinafter referred to as the “Schools.” An accepted abbreviated name shall be the Cook Community Alumni Association, hereinafter referred to as the “CCAA.”

## **ARTICLE II - PURPOSES**

The purposes of the CCAA shall be the promotion and perpetuation of amity among its members (as defined in Article IV) and others associated with Rutgers, The State University of New Jersey, listed in Article IV hereof and to engage in, promote and sponsor activities serving them and the support and promotion of the educational and social goals, interests of, and the extension of the influence of Rutgers, The State University of New Jersey, and in particular the support and promotion of the educational and social goals, interests of and extension of the influence of the Schools and the New Jersey Agricultural Experiment Station (“N.J.A.E.S.”)

## **ARTICLE III – LOGO and VISUAL IDENTITY**

The CCAA shall have an official logo, which shall consist of the book, branch and beaker present in the two circular seals of Cook College and the College of Agriculture and Environmental Science. A ruffled band shall surround the book, branch and beaker present in the two circular seals. The band will include the words Cook Community Alumni Association across the top, and Rutgers University across the bottom. In addition a curved band shall exist along the bottom of the circle that shall include the word “Alumni.” The primary color shall be deep green for the seal and band associated with the Logo.

From time to time, the CCAA may also use other marks including retired official logos and, current and former marks that are consistent with those in use by the Schools, and the N.J.A.E.S., and/or previously used by Cook College and the College of Agriculture and Environmental Sciences.

## **ARTICLE IV - MEMBERSHIP**

**Section 1:** The CCAA shall have members. A voting member is defined as a person who has matriculated at one of the Schools, or in a course of study offered by the Office of Continuing Professional Education, historically known as “short courses,” or one who chose to reside at or affiliate with the George H. Cook Campus Community.

**Section 2:** Honorary members may be elected by the membership of the CCAA at its annual meeting. Honorary members shall not vote or hold office.

## **ARTICLE V - MANAGEMENT**

The corporate power of the CCAA, as defined in Title 15A of the New Jersey Statutes and, except as otherwise provided for in this Constitution and Bylaws document, and applicable laws of the State of New Jersey shall be and hereby are vested in and shall be exercised by the Executive Board, subject to the following provisions:

(a) The Executive Board of the CCAA as described in Article VIII hereof shall exercise those functions specifically delegated to it in this Constitution and Bylaws document.

(b) The Executive Board shall also serve to strengthen relations between Rutgers, The State University of New Jersey, the Schools and its alumni and their communities by interpreting and disseminating accurate information concerning Rutgers, The State University of New Jersey, the Schools, and the N.J.A.E.S.

## **ARTICLE VI - MEETINGS**

**Section 1:** The CCAA shall meet at least annually at such place within or outside the State of New Jersey as the Executive Board shall designate. The CCAA's annual meeting shall be held during the months of April, May or June, or at such other time as the Executive Board may designate.

**Section 2:** (a) Regular meetings of the Executive Board as determined by the Executive Board shall be held at such time and place as the Executive Board may determine, minimum, eight (8) times a year. (b) Special meetings of the Executive Board, other than those required by statute, may be called at any time by the President of the CCAA, and must be called by the President on the receipt of the written request of any five (5) members of the Executive Board, and shall be held at the principal office of the CCAA or as such other place within or outside the State of New Jersey as the President shall designate.

**Section 3:** Notice of the time, place and purpose of annual, regular or special meetings or, as the case may be, the CCAA, or the Executive Board, shall be given or served, either personally, by mail, email, by publication in any periodical published by the CCAA or by telephone upon each person who appears upon the books of the CCAA as a member of, as the case may be, the CCAA or the Executive Board. Notice of any annual meeting(s) of the CCAA shall be given not less than fourteen (14) days prior to the date of such meeting. Such notice, if mailed, shall be directed to the member at his or her address as it appears on the books of the CCAA, unless he or she shall have filed with the Secretary of the CCAA, a written request that notices intended for him or her be mailed to some other address, in which case it shall be mailed to the address designated in such request.

**Section 4:** Whenever under the provisions of any law, or under the provisions of the Certificate of Incorporation, or Constitution and Bylaws of the CCAA, the Executive Board, or any committee thereof is authorized to take any action after notice to the requisite body or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after

such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his attorney thereunto authorized.

**Section 5:** At any meeting of the CCAA, or the Executive Board, the presence of the following number of persons shall be necessary to constitute a quorum for all purposes except as may be otherwise provided by law: the CCAA fifteen (15); Executive Board, five (5). Presence shall be defined as personally in attendance at the meeting location, participating by electronic means, or as approved by the Executive Board.

**Section 6:** The conduct of all business at all meetings of the CCAA or the Executive Board and any committees therefore shall be governed by “Robert’s Rules of Order” as last revised, subject to modification by the presiding officer.

## **ARTICLE VII - OFFICERS**

**Section 1:** The CCAA shall have the following officers: President; First Vice President; Second Vice President; Recording Secretary, Corresponding Secretary, and Treasurer, all to be selected in accordance with Article IX.

**Section 2:** The President shall be the chief executive officer of the CCAA. He or she shall take up pertinent matters with the Executive Dean of the Schools or the President of Rutgers, The State University of New Jersey and their subordinates, shall preside at all meetings of the CCAA and Executive Board, and shall decide all questions of order and regulate their proceedings generally. The President shall be ex officio a voting member of all committees of the Executive Board.

**Section 3:** The First Vice President shall act for and in the place of the President, in the event of the absence or disability of the President. In addition, he or she shall be ex officio a nonvoting member of every committee of the Executive Board and shall be responsible for the coordination of all standing committees. At the President’s discretion, the First and Second Vice Presidents may, as fairly and equivocally as possible, divide between them the responsibilities for the individual committees, based upon their time limitations and/or specific abilities. Ideally, such a division of duties would be agreed upon, and approved by the President, by the second meeting of the academic year.

**Section 4:** The Second Vice President shall act for and in the place of the First Vice President in the event of absence or disability of the First Vice President. In addition, he or she shall be ex officio a nonvoting member of every committee of the Executive Board and shall be responsible for the coordination of all special committees. At the President’s discretion, the First and Second Vice Presidents may, as fairly and equivocally as possible, divide between them the responsibilities for the individual committees, based upon their time limitations and/or specific abilities. Ideally, such a division of duties would be agreed upon, and approved by the President, by the second meeting of the academic year.

**Section 5:** The Recording Secretary shall be responsible for the custody and control of correct minutes of all proceedings of the CCAA, and the Executive Board, shall make all reports required by the Executive Board.

**Section 6:** The Corresponding Secretary shall conduct and maintain such correspondence as may be required by the Executive Board.

**Section 7:** The Treasurer shall be the chief financial officer of the CCAA. He or she shall be responsible for the maintenance of the financial record of the CCAA and shall make such financial reports as are required by the Executive Board. He or she shall be bonded at the expense of the CCAA in such amount as may be directed by the Executive Board. He or she shall be responsible for the investment and overall management of the finances and endowments of the CCAA with the concurrence of the Executive Board.

**Section 8:** The Executive Board may create and fill such additional offices of the CCAA as it may see fit to create. Such offices shall be filled by procedures established by the Executive Board.

**Section 9:** All officers of the CCAA shall perform such additional duties as may be assigned to them by the Executive Board.

## **ARTICLE VIII - EXECUTIVE BOARD**

**Section 1:** The Executive Board shall consist of:

- (a) All officers of the CCAA.
- (b) Twelve Members-at-Large elected by the membership as provided in Section 3 hereof.
- (c) The immediate past President of the Executive Board.
- (d) The Dean of Students of the School of Environmental and Biological Sciences, or a representative to be designated by the Dean of Students, who shall be a nonvoting member of the Executive Board.
- (e) The Campus Dean of the George H. Cook Campus, or a representative to be designated, who shall be a nonvoting member of the Executive Board.
- (f) The Executive Dean of the School of Environmental and Biological Sciences, or a representative to be designated by the Executive Dean, who shall be a nonvoting member of the Executive Board.
- (g) The School of Environmental and Biological Sciences Council Chairperson/President, or a representative from that group, to be selected by the Chairperson/President of the School of Environmental and Biological Sciences Council, who shall be a voting member of the Executive Board.
- (h) Any Alumni Trustee of the Schools shall be a nonvoting member of the Executive Board.

**Section 2:** All elected, appointed, or *de facto* members of the Executive Board shall commence their terms on the first day of July of the year in which their terms commence.

**Section 3:** The Members-at-Large will be elected by the membership, four (4) each year, for a term of three years at the annual meeting. Members-at-Large will represent alumni interests on the Executive Board and in committee, and serve in CCAA leadership roles

**Section 4:** All members of the Executive Board shall be members in good standing of the CCAA upon their becoming members of the Executive Board and shall remain so during their entire terms as members of the Executive Board.

**Section 5:** A member in good standing is a member who has actively participated in the events, operations, and/ or committees of the CCAA.

#### **ARTICLE IX - NOMINATIONS AND ELECTIONS**

**Section 1:** The Nominating Committee of the Executive Board described in Article VIII hereof shall at the meeting prior to the annual meeting of the CCAA nominate one (1) member in good standing for each of the following offices:

First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, and Treasurer; and so many members-at-large of the Executive Board as are then eligible for election. The Nominating Committee will strive to ensure that Members-at-Large represent a cross-section of alumni relating to year of graduation, gender, and ethnicity and other relevant factors. The First Vice President, once having been elected to that office, shall be considered by the Nominating Committee to be the preferred candidate for the office of the President for the following term. The nominations made by this committee shall not prevent the submission of other nominations of members in good standing by other members in good standing and which are submitted in writing by personal delivery, by mail, or by email, to the Corresponding Secretary at least forty-five (45) days prior to the annual meeting of the CCAA. All such positions shall be filled by a plurality of the votes cast in such election.

**Section 2:** The President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, and Treasurer shall serve two (2) year terms.

**Section 3:** A vacancy in any office or position of the CCAA described in these Constitution and Bylaws, except that of President, occurring as the result of the death, resignation, or removal of the incumbent, may be filled by appointment by the President, to serve until the next annual meeting of the CCAA, when the office shall be filled by election as herein provided for the unexpired term thereof. In the event of the death, resignation, or removal of the President, the First Vice President shall assume the office of the President for the unexpired term thereof.

**Section 4:** Officers and Members-at-Large of the CCAA shall be elected by a plurality of votes tallied at the annual meeting. The slate of officers put forward by the Nominating Committee, and the manner(s) of voting approved by the Executive Board, shall be announced to the membership at least one month prior to the annual meeting via mail, email, web posting or other such means as deemed effective by that committee.

## **ARTICLE X - COMMITTEES**

**Section 1:** There shall be appointed by the President at the annual business meeting each year, a Chairperson and members of all standing committees, and shall fill any vacancies that occur in such committees. The Chairperson of each committee shall be a member of the Executive Board, who shall report its progress to the Executive Board when in session.

**Section 2:** A Reunion Committee shall assume responsibility, with assistance from the Executive Board to plan and promote the annual reunions of classes from the Schools, to encourage class organization and attendance at reunions and other gatherings of the alumni.

**Section 3:** A Nominating Committee shall be responsible for preparing a slate of officers and At-Large members of the Executive Board. The Nominating Committee shall also be responsible for presenting the slate of officers to the membership of the CCAA for voting.

**Section 4:** An Awards Committee shall be responsible to recognize alumni of the Schools who received major University awards and honors, and any other individuals who have been deemed to have performed outstanding service to alma mater in any area. The committee shall recommend to the Executive Board the names of alumni or other individuals, who in their opinion are worthy of recognition. Such alumni or other individuals, who by three-quarter majority vote of the Executive Board present at a regular meeting, shall be so recognized.

**Section 5:** A Membership Committee shall be responsible for conducting an annual membership drive; for maintaining and increasing the number of members in good standing; for developing and providing membership benefits and for communicating the value of such; and for identifying and encouraging the active participation of members in the activities of the CCAA.

**Section 6:** A Communications Committee shall have the overall responsibility for setting policy and content of all formal contact with the membership and potential membership including, but not limited to, an informational newsletter in print or electronic format; Web site and broadcast emails; and such other publications as are needed from time to time. The Communications Committee will work with all other committees and subcommittees to ensure that the membership is informed of the work and goals of the CCAA which shall be consistent with that of the Schools and N.J.A.E.S.

**Section 7:** A Financial Committee shall be responsible for maintaining good fiscal management of the assets of the CCAA and shall keep abreast of the rules and regulations of the State of New Jersey and the United States of America regarding the responsibilities of a charitable, not-for-profit, and/or 501(c)(3) organizations. Committee members shall assist the Treasurer in compiling and filing required financial documents. The Financial

Committee will work with all other committees and subcommittees of the CCAA to create an annual budget for approval of the Executive Board. The chair of the committee shall be the Treasurer of the CCAA who shall be a voting member of the committee.

**Section 8:** A Scholarship Committee will serve as the primary interface between the Rutgers University Foundation (the manager of the Association's endowed scholarship) and the Executive Board. They (led by a chair, designated by the CCAA President) will have the responsibility for communication all information on the scholarship, its status and disbursement. When all stated funding goals of the Foundation have been met, this committee will take an active role in the disbursement of the funds and the revision of the award guidelines, as needed.

**Section 9:** The President, with consent of the Executive Board, may appoint such special committees when needed as is deemed by them to be necessary and proper and to provide for the appointment of persons to such committees.

**Section 10:** The committees provided for in this Article shall have the power to appoint subcommittees whenever the occasion arises, subject to the approval of the President.

## **ARTICLE XI - REMOVAL**

**Section 1:** Executive Board members, officers, and committee members of all committees provided for in Article X hereof, may be removed from office without cause in the following manner:

(a) Removal of an Executive Board member or officer requires an affirmative vote of three quarters (3/4) of the full Executive Board.

(b) In the case of committee members, by the affirmative vote of a majority of the full Executive Board present at a regular business meeting.

## **ARTICLE XII**

### **UNIVERSITY GOVERNANCE: BOARD PARTICIPATION**

**Section 1:** The Nominating Committee shall annually identify and nominate an alumnus or alumna for any open position on the Board of Trustees, Board of Governors, Board of Overseers or other university-wide board or committee as exists and for which they are qualified. Nominees shall be active with, or willing to become active with the CCAA, and shall have demonstrated an understanding of the workings of the Schools and N.J.A.E.S.

**Section 2:** Alumni serving on university-wide boards or committees shall be invited, at each annual meeting of the CCAA or, at the discretion of the Executive Board, in the CCAA's established newsletter, website or other medium designated by the Executive Board, make an annual written report of the discharge of their duties, the condition of Rutgers, The State University of New Jersey with special attention to the status of the Schools and/or the N.J.A.E.S. It shall be the duty of the Corresponding Secretary to

notify alumni serving on university-wide boards or committees at least one (1) month in advance of the CCAA's annual meeting that such report is required and the manner of rendering such report consistent with the Article.

### **ARTICLE XIII - CONTRACTS AND SERVICES**

The Executive Board of the CCAA may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the CCAA, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the CCAA, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors or otherwise; provided, however, that any contract, transaction or act on behalf of the CCAA in a matter in which the Executive Board or officers are personally interested in as stockholders, directors or otherwise shall be at arm's length and not violative of the proscription in the Certificate of Incorporation against the CCAA's use or application of its funds for private benefit; and provided further that no contract, transaction or act would result in the denial of the CCAA's tax exemption under the Internal Revenue Code of 1986 as amended (hereinafter referred to as the "Code" ) and its Regulations as they now exist or as they may hereafter be amended; and provided further that any trustee or officer so affected shall not take part in any vote of the CCAA's, its Executive Board or officers which may be deemed necessary as a prerequisite to undertaking such contracts, transactions, etc. In no event, however, shall any person or other entity dealing with the Executive Board or officers be obligated to inquire into the authority of the Executive Board and officers to enter into and consummate any contract, transaction or other action.

### **ARTICLE XIV - AGENTS AND REPRESENTATIVES**

The Executive Board may appoint such agents and representatives of the CCAA with such powers and to perform such acts or duties on behalf of the CCAA as the Executive Board may see fit, so far as may be consistent with these Constitution and Bylaws, to the extent authorized or permitted by law.

### **ARTICLE XV - CONTRACTS**

The Executive Board, except as otherwise provided in this Constitution and Bylaws document, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CCAA, and such authority may be general or confined to a specific task or obligation. Except as may be otherwise specified, any negotiations with third parties as to matters other than those affecting usual and ordinary, day to day operations of the CCAA shall be undertaken by the Executive Board, a designated committee thereof, or a designated representative thereof.

### **ARTICLE XVI - FISCAL YEAR**

The fiscal year of the CCAA shall start on July 1 of each year.

### **ARTICLE XVII - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS; DISSOLUTION**



No Executive Board member, or member of a committee of, or person connected with the CCAA, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the CCAA, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the CCAA in effecting any of its purposes as shall be fixed by the Executive Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the CCAA. All Executive Board members of the CCAA shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the CCAA, whether voluntary or involuntary, the assets of the CCAA, after all debts have been satisfied, then remaining in the hands of the Executive Board shall be distributed, transferred, conveyed, delivered and paid over, as follows:

(a) to a duly constituted organization whose purposes are consistent with those of the CCAA set forth in Article II hereof and which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

(b) If the assets are not so distributed, or if for any reason any or all of the assets of the CCAA may not be used for these purposes, the assets shall be distributed, transferred, conveyed, delivered, and paid over to Rutgers, The State University of New Jersey, to be utilized solely for the use of the persons then represented by, or members of the CCAA, so long as Rutgers, The State University of New Jersey qualifies under the provisions of section 501(c)(3) of the Code and its Regulation as they now exist or as they may hereafter be amended, or if Rutgers University does not then so qualify, then to such other religious, charitable, scientific, literary or educational organizations at the sole discretion of the Executive Board which would then qualify under the provision of Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended, or otherwise to the federal government of the state of New Jersey, or a local government, for public purposes.

#### **ARTICLE XVIII - INVESTMENTS**

The CCAA shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Executive Board, without being restricted to the class of investments which an Executive Board member is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the CCAA if such action is a prohibited transaction or would result in the denial of the tax exemption under section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

#### **ARTICLE XIX - EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Constitution and By-Laws, no Executive Board member, officer, employee or representative of this CCAA shall take any action or carry on any activity by or on behalf of the CCAA not permitted to be taken or carried on

by an organization exempt under section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2); Section 2055(a)(2), and Section 2522(a)(2) of the Code and Regulations thereunder as they now exist or as they may hereafter be amended.

Specifically, but not by way of limitation, the CCAA shall make available for public inspection a copy of its three most recent annual returns and NJ state charitable registration form. Such returns shall contain all required information respecting direct and indirect transaction relationships between CCAA and other tax-exempt organizations not described in Section 501(c)(3) e.g., lobbying groups or political organizations.

Furthermore, no substantial part of the activities of the CCAA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the CCAA shall not participate in or intervene in (including the publishing or distribution of statements of) any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE XX - INDEMNIFICATION**

**Section 1:** Each past, present and future member of the Executive Board and committees, and each past, present and future officer of the CCAA, and the legal representatives of such persons, shall be indemnified by the CCAA against reasonable cost, expenses, and counsel fees paid or incurred (exclusive of any amounts paid by any person to the CCAA in settlement of the CCAA's claims against that person) in connection with any action, suit, or proceeding to which any such person or his or her legal representatives may be made a party by reason of his or her being or having been an Executive Board or committee member, or officer, provided that (a) said action, suit or proceeding shall be prosecuted against such Executive Board or committee member or officer or against his or her legal representative, to final determination, and no final adjudication shall have been made in said action, suit, or proceeding that he or she was derelict in the performance of his or her other duties as such Executive Board or committee member or officer or (b) said action, suit, or proceeding shall be settled or otherwise terminated as against such Executive Board or committee member or officer, or his or her legal representatives, without a final determination of the merits, and it shall be determined by the Executive Board or by a committee specifically authorized by the Executive Board to make such determination, that said Executive Board or committee member or officer was not derelict in any substantial way in the performance of his or her duties as charged in such action, suit or proceeding.

**Section 2:** The right of indemnification described in Section 1 of this Article XX shall be in addition to, and not in restriction or limitation of, any privilege or power which the CCAA may have with respect to the indemnification or reimbursement of members of the Executive Board, officers, agents, or employees.

## **ARTICLE XXI - AMENDMENTS**

This Constitution and Bylaws document may be amended in accordance with the following procedure: amendments shall be submitted in writing first to the Executive Board, and then to the CCAA membership at least three months prior to the annual meeting via mail, email, web posting or other such means as deemed effective by the Executive Committee. Amendments shall be deemed adopted if they are passed by the Executive Board by a two-thirds (2/3) vote of those present at two successive board meetings prior to the annual meeting, and by two-thirds (2/3) vote of those members present at the annual meeting.