ARTICLE I - NAME AND OFFICES
Section 1: The name of the corporation shall be the Cook/C.A.E.S Alumni Association Inc., representing alumni of Cook College, the College of Agriculture and Environmental Science, and the Rutgers College of Agriculture of Rutgers, The State University of New Jersey. An accepted abbreviated name shall be the Cook Alumni Association, hereinafter referred to as the “CAA.”

Section 2: The principal office of the CAA shall be 7 College Avenue, or such other facilities as are provided from time to time by Rutgers University in New Brunswick, New Jersey. The CAA also may have offices at such other places as the Executive Board of the CAA described in Article VIII hereof may from time to time establish as the purposes of the CAA may require.

ARTICLE II - PURPOSES
The purposes of the CAA shall be the promotion and perpetuation of amity among its members and other graduates, students, faculty and staff of the colleges of 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 Cook College and the New Jersey Agricultural Experiment Station.

ARTICLE III - LOGO
The CAA shall have an official logo, which shall consist of the two circular seals of Cook College and the College of Agriculture and Environmental Science. The CAA will also use, from time to time, other identifying marks as are consistent with those in use by Cook College, Rutgers University, and the New Jersey Agricultural Experiment Station.

ARTICLE IV - MEMBERSHIP
Section 1: The CAA shall have members. There shall be one class of membership which shall consist of those persons who have matriculated at any of the following undergraduate divisions of Rutgers University, located at its New Brunswick campus, in a graduate program associated with these divisions, or in a course of study offered by the Office of Continuing Professional Education, historically known as “short courses,” and who have paid membership dues as prescribed by the Executive Board: Cook College and its predecessors, the College of Agriculture and Environmental Science.

Section 2: Honorary members may be elected by the membership of the CAA at its annual meeting. Honorary members shall have all the rights of members in good standing except the right to vote and to hold office.

ARTICLE V - MANAGEMENT
All the corporate power of the CAA, as more particularly set forth in Title 15A of the New Jersey Statutes (Title 15A), except as are otherwise provided for in these Constitution and By-Laws. Title 15A and other 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 CAA as described in Article VIII hereof shall exercise those functions specifically delegated to it in these Constitution and By-Laws.

(b) The Executive Board shall also serve to strengthen relations between Rutgers, The State University of New Jersey and its alumni and their communities by interpreting and disseminating accurate information concerning Rutgers, The State University of New Jersey, and particularly concerning Cook College and the New Jersey Agricultural Experiment Station. The Board shall also collect and correlate current opinion and suggestions to present to the relevant Rutgers University authorities.
ARTICLE VI - MEETINGS

Section 1: The CAA shall meet at least annually at such place within or outside the State of New Jersey as the Executive Board shall designate. The CAA’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, 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 CAA, 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 CAA 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 CAA, or the Executive Board, shall be given or served, either personally, by mail, email, by publication in any periodical published by the CAA or by telephone upon each person who appears upon the books of the CAA as a member of, as the case may be, the CAA or the Executive Board. Notice of any annual meeting(s) of the CAA 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 CAA, unless he or she shall have filed with the Secretary of the CAA, 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 By-Laws of the CAA, 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 CAA, 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 CAA fifteen (15); Executive Board, five (5). Presence shall be defined as personally in attendance at the meeting location or as participating by telephone.

Section 6: The conduct of all business at all meetings of the CAA or the Executive Board and any committees therefor 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 CAA shall have the following officers: President; First Vice President; Second Vice President; Secretary, and Treasurer, all to be selected in accordance with Article IX.

Section 2: The President shall be the chief executive officer of the CAA. He or she shall take up pertinent matters with the Executive Dean of Cook College or the President of Rutgers, The State University of New Jersey and their subordinates, shall preside at all meetings of the CAA 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.
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.

Section 5: The Secretary shall be responsible for the custody and control of correct minutes of all proceedings of the CAA, and the Executive Board, shall make all reports required by the Executive Board and shall conduct and maintain such correspondence as may be required by the Executive Board.

Section 6: The Treasurer shall be the chief financial officer of the CAA. He or she shall be responsible for the maintenance of the financial record of the CAA and shall make such financial reports as are required by the Executive Board. He or she shall be bonded at the expense of the CAA 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 of the CAA with the concurrence of the Executive Board.

Section 7: The Executive Board may create and fill such additional offices of the CAA as it may see fit to create. Such offices shall be filled by procedures established by the Executive Board.

Section 8: All officers of the CAA 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 CAA.
(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 Office of Cook College, or a representative to be designated by the Dean of Students, who shall be a nonvoting member of the Executive Board.
(e) The Executive Dean of Cook College, or a representative to be designated by the Executive Dean, who shall be a nonvoting member of the Executive Board.
(f) The Cook College Council Chairperson, or a representative from that group, to be selected by the Chairperson of the Cook College Council, who shall be a nonvoting member of the Executive Board.
(g) A representative of Alumni Relations to be designated by the Director of Alumni Relations, who shall be a nonvoting member of the Executive Board.
(h) A Cook/CAES Alumni Trustee, if one is appointed.

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 each year, for a term of three years at the annual meeting. Members-at-Large will be represent alumni interests and be encouraged to serve in leadership roles of the CAA, including but not limited to chair and vice-chair of CAA committees, representative to the Rutgers University Alumni Federation, Rutgers University Senator, advisor to the Dean of Cook College, etc.

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

ARTICLE IX - NOMINATIONS AND ELECTIONS

Section 1: The Nominations Committee of the Executive Board described in Article VIII hereof shall at the meeting prior to the annual meeting of the CAA nominate one (1) member in good standing for each of the following offices:
First Vice President, Second Vice President, Secretary and Treasurer; and so many members-at-large of the Executive Board as are then eligible for election. The nomination 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 Secretary at least forty-five (45) days prior to the annual meeting of the CAA. 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, Secretary and Treasurer shall serve one (1) year terms and until their respective successors have been elected.

Section 3: A vacancy in any office or position of the CAA described in these Constitution and By-Laws, 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 CAA, 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 CAA shall be elected by a plurality of votes of those members in good standing in attendance at the annual meeting and those who submit written votes to the Secretary in person, by mail, or email at least 7 days prior to the election. The slate of offices put forward by the nominating committee 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 Cook College and its predecessors; to encourage class organization and attendance at class reunions and other gatherings of the alumni.

Section 3: A Nominating Committee for association officers and members of the Executive Board herein provided. The action of this committee shall be directly to the membership of the Association.

Section 4: An Award Committee shall be responsible to recognize alumni of Cook College and its predecessors, 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 CAA.

Section 6: A Communications Committee shall have the overall responsible 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
CAA which shall be consistent with that of Cook College and the New Jersey Agricultural Experiment Station.

Section 7: A Financial Committee shall be responsible for maintaining good fiscal management of the assets of the CAA 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 organization. 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 CAA to create an annual budget for approval of the Executive Board. The chair of the committee shall be the Treasurer of the CAA who shall be a voting member.

Section 8: 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 9: Members of all committees provided for in this Article must be members in good standing of the CAA but need not be members of the Executive Board.

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) In the case of Executive Board members and officers, by the affirmative vote of three quarters (3/4) of the members of the CAA eligible to vote for Executive Board members and officers, present at a regular business meeting.

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

ARTICLE XII

UNIVERSITY ALUMNI TRUSTEE

Section 1: The Board of Trustees of Rutgers, The State University of New Jersey has by resolution permitted the CAA to nominate to the University’s Board of Trustees one person who is a member in good standing of the CAA and has graduated from the colleges listed in Article IV hereof when a vacancy occurs in the CAA’s representation on the University’s Board of Trustees from time-to-time. Such nominees shall be chosen by the CAA in the manner set forth in Section 2 of this Article XII. Each such University Alumni Trustee shall serve a term determined by the University’s Board of Trustees.

Section 2: The Nominating Committee shall nominate an alumnus or alumna for the position, who shall be or has been a member of the Executive Board within the past three years.

Section 3: The University Alumni Trustee shall, at each annual meeting of the CAA or, at the discretion of the Executive Board, in the CAA’s established newsletter or another 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, and of all other matters which in their judgment will increase the interest of the alumni in the Alma Mater and result in benefit to their Alma Mater. It shall be the duty of the Secretary to notify the University Alumni Trustee at least one (1) month in advance of the CAA’s annual meeting that such a report is required and the manner of rendering such report consistent with this Article.

ARTICLE XIII - CONTRACTS AND SERVICES
The Executive Board of the CAA may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the CAA, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the CAA, 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 CAA 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 CAA’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 CAA’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 CAA’s, it’s 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 CAA with such powers and to perform such acts or duties on behalf of the CAA as the Executive Board may see fit, so far as may be consistent with these Constitution and By-Laws, to the extent authorized or permitted by law.

ARTICLE XV - CONTRACTS
The Executive Board, except as in these Constitution and By-Laws otherwise provided, 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 CAA, and such authority may be general or confined to a specific instance. However, 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 CAA 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 CAA shall start on July 1 of each year.

ARTICLE XVII - PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS; DISSOLUTION
No Executive Board member, or officer, or employee of, or member of a committee of, or person connected with the CAA, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the CAA, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the CAA 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 CAA. All Executive Board members of the CAA shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the CAA, whether voluntary or involuntary, the assets of the CAA, 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 CAA 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 CAA 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 CAA, 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 CAA 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 CAA 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 CAA shall take any action or carry on any activity by or on behalf of the CAA 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 CAA shall make available for public inspection a copy of its three most recent annual returns, such returns containing all required information respecting direct and indirect transaction relationships between itself 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 CAA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the CAA 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 or committees, and each past, present and future officer of the CAA, and the legal representatives of such persons, shall be indemnified by the CAA against reasonable cost, expenses, and counsel fees paid or incurred (exclusive of any amounts paid by any person to the CAA in settlement of the CAA’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 the privilege or power which the CAA may have with respect to the indemnification or reimbursement of members of the Executive Board, officers, agents, or employees.

ARTICLE XXI - AMENDMENTS
These Constitution and By-Laws may be amended in accordance with the following procedure: amendments shall be submitted to CAA members in good standing in writing first to the Executive Board, and then to the CAA at its annual meeting, and if successively adopted by each of these bodies by a two-thirds (2/3) vote of those present at each such meeting, such amendments shall be deemed adopted.

Adopted by Executive Board 2/9/05
Adopted at Annual Meeting 06/15/05
replacing Constitution and By-Laws of 05/08/01