

Alpha Tau Gamma, Incorporated
Articles of Organization
as voted and adopted on August 2, 2003

The corporation is organized and will be operated exclusively to promote educational and research undertakings of students and faculty at the Stockbridge School of Agriculture and any other schools or departments devoted to addressing agricultural production. To this end, the corporation shall at all times be operated for community benefit/social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

No part of the net earnings of the corporation shall inure to any member of the corporation who does not qualify as an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

So long as it is primarily engaged in nonpolitical activities which support social welfare, the corporation may participate or intervene in lawful political campaign activity on behalf of, or in opposition to, candidates for public office, and all such efforts, if any, will be conducted in accord with federal, State, and local law. At no such time shall the corporation have a primary purpose of participating or intervening in political campaigns on behalf of or in opposition to any candidate for public office nor to any other extent which would disqualify it from tax exemption under section 501(c)(4).

Notwithstanding any other provision of these Articles or of any Bylaws adopted thereunder, this corporation shall not take any action not permitted by the laws which then apply to this corporation; and

The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, to the James Underwood Crockett Agricultural Technology Growth Fund for purposes in accord with the corporation's overall purposes.

Alpha Tau Gamma, Incorporated
By-Laws
as amended by vote on November 1, 2003

Article I

The name by which this corporation shall be known is Alpha Tau Gamma, Incorporated.

Article II

Purpose

The corporation is organized and will be operated exclusively to promote educational and research undertakings of students and faculty at the Stockbridge School of Agriculture and any other schools or departments devoted to addressing agricultural production. To this end, the corporation shall at all times be operated for community benefit/social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as now enacted or hereafter amended as stated in the Alpha Tau Gamma, Incorporated Articles of Organization as amended..

Article III Membership

Section 1. All members of Alpha Tau Gamma Fraternity on the day of the incorporation automatically become members of the Corporation.

Section 2. All members of the Fraternity, who shall be elected and initiated at some future time into the Alpha Tau Gamma Fraternity, when they conclude their Active Chapter status, shall automatically become members of the Corporation.

Section 3. And in addition to the aforesaid membership, the Corporation may elect from time to time members of the Corporation who shall be known and designated as honorary members, without voting privileges, except that they may be elected to the office of advisor as hereinafter provided.

Article IV Board of Directors

Section 1. The Board of Directors shall consist of fifteen men made up as follows:

- (a) the four officers of the Corporation chosen annually;
- (b) eight others chosen by and from the said Corporation who shall hold office for a term of four years excepting the first or original eight who shall be elected in pairs of two for the term of four, three, two, and one year respectively in order that two new directors may be chosen each year.
- (c) the advisor chosen annually;
- (e) the immediate past presidents of both the Active Chapter and the Corporation.
- (d) the President of the Active Chapter will be an Honorary non-voting member of the Board of Directors by virtue of his office as President of the Active Chapter and shall be an Honorary non-voting member of the Board of Directors only during the period while he is President of said Active Chapter;

Article V Officers

Section 1. The officers of the Corporation who shall also be the officers of the Board of Directors shall be a President, a Vice President, a Secretary, a Treasurer, and an Advisor.

Section 2. These officers shall be chosen from the members of the Corporation and honorary members shall be eligible for the position of advisor, and the advisor shall be chosen whenever feasible from members holding faculty positions at the University of Massachusetts.

Section 3. These officers shall be elected annually at the annual meeting for a term of one year.

Article VI Directors

Section 1. The Directors shall transact the routine business of the Corporation authorize the expenditure of money of the Corporation as approved by the Corporation in its annual budget, and may authorize expenditures in excess thereof to the amount of five thousand dollars (\$5,000.00) without the vote of the Corporation; they shall prepare or cause to be prepared a budget or estimate of expenditures for each succeeding year to be submitted to the Corporation at its annual meeting; they shall designate the date, time and place for the annual meeting and cause notices to be sent to the members of the Corporation of the same, said notices to be mailed at least eight days before the day of the meeting; and shall call and appoint the time and place for all special meetings both of the Corporation and the Board of Directors; shall draft and propose desired changes in the policy or bylaws of the Corporation; and shall receive, consider, and report on any proposed change of the policy or bylaws of the Corporation submitted to them in writing by any members of the Corporation.

A Director may resign at any time if he finds that he cannot fulfill his duties as director by attending a majority of the board meetings for one year, his resignation to take effect as soon as presented and his successor shall be elected at the next annual meeting of the Corporation.

Section 2. The President shall preside at all meetings of the Corporation, and of the Board of Directors, shall call meetings of the Board of Directors as he may find it necessary or at the request of three members of the Board and shall cause special meetings of the Corporation to be called upon motion of the Board of Directors or at the request of ten concurring members, and shall appoint officers or directors to complete the unexpired term from the time such vacancy shall occur because of a resignation or other cause, said appointment to continue until the next annual meeting thereafter.

Section 3. The Vice President shall preside at meetings in the absence of the President and shall perform such other duties as are incident to his office or are properly required of him by the Board of Directors.

Section 4. The Treasurer shall be the general financial officer. He shall keep full and accurate account of receipts and disbursements and shall deposit all monies and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as ordered by the Board of Directors in their approved budgets or orders taking proper vouchers for such disbursements. He shall issue receipts for all monies and other valuables received. He shall sign all checks, except that during indefinite absences or disability, the president may sign checks. He shall keep a complete record of his doings and submit the same for inspection at the call of the Board of Directors or proper auditing officer.

Section 5. The Secretary shall record all votes of the Corporation, shall give or cause to be given notice of the meetings of the Corporation, or the Board of Directors, and shall keep minutes of such meetings, and shall perform such other duties as are incident to his office or are properly required of him by the Board of Directors.

Section 6. The Advisor shall keep himself informed at all times of the policies and activities of the Corporation and on the request of either the Active Chapter or the Corporation shall counsel with them, and shall act as arbiter on questions

submitted to him arising between the Corporation and the Active Chapter or on questions between either or both of them and persons or organizations outside their organization; and shall act as auditor for the Corporation.

Article VII Meetings

Section 1. The annual Meeting of the Corporation shall be held at the time of Homecoming of the Stockbridge School of Agriculture at the University of Massachusetts, the exact time, place, and date, however, to be set by the Board of Directors acting in cooperation with the Active Chapter.

Section 2. The special meetings of the Corporation may be called by the Board of Directors or at the written request of at least ten members of the Corporation.

Section 3. Notice of all meetings shall be mailed at least eight days prior to the actual date of the meeting, and shall contain a statement of the purpose and business of the particular meeting, and shall not, however, be exclusive.

Section 4. In the event, however, that any business shall be transacted at any regular or special meeting, then on motion duly made and seconded, a vote of one-third of those present and voting may require said proposed business to be submitted in writing to the absentee members of the Corporation for ratification and receipt by the secretary of ten or more dissenting opinions from the aforesaid absentee members within two weeks from the date of the actual mailing of notice shall be sufficient to render null and void said attempted business; but failure to receive dissenting opinions as aforesaid, however, the said business shall be considered as ratified and binding, in accordance with the original motion.

Article VIII Quorum

Section 1. A quorum of the Corporation at any regular or special meeting shall consist of ten members of the Corporation, excluding honorary members.

Section 2. A quorum of the Board of Directors at any regular or special meeting shall be six members of the Board.

Section 3. Members not able to be present at meetings of the Corporation may vote by proxy, either written or electronic, providing their votes are sealed and in the hands of the Secretary before the meeting is held.

Article IX Amendments

Section 1. Amendments to these bylaws may be made in either of the following manners:

- (a) By proposal in writing to the Board of Directors or the Secretary and inclusion of the same in the call for the next succeeding Corporation meeting, followed by the adoption of the same at that meeting by at least two-thirds of those present and voting.
- (b) By proposal at any regular or special Corporate meeting and adoption by two-thirds of those present and voting, after which a notice in writing by the Secretary of the proposed amendment shall be mailed to all absent members for their ratification, and in the event that an absent member desires to vote against the proposed amendment he shall notify both the Secretary and the advisor of his dissent so that the Secretary shall receive the dissent within two weeks from the date of the mailing of the notice, and the receipt of ten dissenting votes within the aforesaid time shall cause the amendment to be tabled until the next succeeding corporation meeting at which time it shall be considered again and if repast by a two-thirds vote of those present and voting the said amendment shall then go into effect but if on the other hand the Secretary shall not receive ten dissenting votes within the aforesaid time, the proposed amendments shall be considered as ratified and shall go into effect immediately.

Article X

Section 1. The fiscal year shall end on June 30 of each year.

Article XI

Section 1. Committees may be designated from time to time by the Corporation in meeting as they may be deemed necessary, and the President shall appoint.