The Cooper Union for the Advancement of Science and Art Bylaws
Amended June 11, 2026

ARTICLE I. Name, Purpose and Office

Section 1.01. Name.
The name of the organization is The Cooper Union for the Advancement of Science and Art (the "Corporation"). The Corporation is a New York not-for-profit corporation.

Section 1.02. Purpose.
The primary purpose of the Corporation is set out in the Absolute Charter of The Cooper Union, as amended.

Section 1.03. Office.
The principal office of the Corporation shall be located at 7 East 7th Street, New York, NY 10003, in the State of New York. The Corporation may change the location of the principal office or maintain such additional offices at such other places both within or without the State of New York as the Board of Trustees of the Corporation (the "Board") may from time to time determine or the business of the Corporation may require.

ARTICLE II. Board of Trustees

Section 2.01. Power and Authority
The Corporation shall be overseen and managed by, or under the direction of, a Board of Trustees (the "Board"). The Board shall serve without compensation and exercise those broad plenary powers prescribed by law, subject to the provisions of the rules of the Regents of the College of the State of New York, the regulations of the Commissioner of Education and the provisions of the Charter of The Cooper Union.

Section 2.02. Number of Trustees
The Board shall consist of not less than seven (7) and not more than thirty-two (32) persons (each a "Trustee" and, together, the "Trustees"), each of whom shall serve without compensation. No decrease in such number shall shorten the term of any incumbent Trustee. The term "entire Board", wherever used in these Bylaws, means the total number of Directors that would be entitled to vote on such matter that were elected or appointed as of the most recently held election of directors (as well as any directors whose terms have not yet expired), assuming for this purpose that no vacancies on the Board existed at the time of such vote. .

Section 2.03. Duties.
The Board of Trustees shall have the authority to carry out all lawful functions which are permitted by these bylaws. This authority, in consultation with the president, shall include but shall not be limited to these illustrative functions:

a. Determine and periodically review the Corporation's mission and purposes.
b. Appoint the President who shall be the Corporation's chief executive officer, and set appropriate conditions of employment, including compensation.
c. Review and approve proposed changes in the Corporation's academic programs and other major enterprises consistent with the Corporation's mission, plans, and financial resources.
d. Approve institutional policies bearing on faculty appointment, promotion, tenure, sabbaticals and leaves, and dismissals.
e. Approve the annual budget and annual tuition/fees, regularly monitor the Corporation's financial condition, and establish policy guidelines affecting all institutional assets including investment

and the physical plant.

f. Authorize any need for debt financing and approve the securitization of loans.
g. Authorize the purchase, sale, construction or renovation of all land, buildings, or major equipment.
h. Approve any merger or acquisition plans.
i. Approve all earned and honorary degrees through the faculty and President as they shall recommend, as well as the conferring of those degrees at specific times or on special occasions as may be warranted.
j. Elect or remove officers or trustees.

Section 2.04. Composition, Terms and Election of Trustees

Each trustee shall be at least eighteen (18) years of age. Subject to such limitation, any person shall be eligible to serve as a trustee, without regard to race, religion, age, gender, disability, sexual orientation or any other status or protected category. The Board shall make good faith efforts to recruit candidates who are experts, by training or profession, in the areas of higher-education, accounting, finance, law, real estate, investment, non-profit governance, communications, management, or management-labor relations, or who have substantial fundraising-development experience or potential. The Board shall make good faith efforts to recruit a descendent of Peter Cooper as a trustee.

Trustees shall be elected at meetings of the Board. Elections to the Board shall require the vote of at least a majority of the entire Board of Trustees then in office. Except as noted below, Trustees may be elected to up to two (2) terms of four (4) years each.

Section 2.04.1 Alumni Trustees

At all times after the June 2016 Board meeting, one-third of the members of the Board (as determined by dividing the total number of Board members existing as of the end of the annual December board meeting by three, and rounding the quotient either up or down to the nearest whole number) shall be alumni of the Corporation who are nominated as candidates for Board membership by the Cooper Union Alumni Association ("CUAA") (such members referred to as "Alumni Trustees"), subject to the further restrictions that no fewer than five and no more than nine Board members shall be Alumni Trustees. One of the Alumni Trustees shall be selected by the Board and the CUAA Nominating Committee to serve as a liaison between the Board and CUAA. Alumni Trustees shall serve a maximum of one (1) term of four (4) years.

If, at any time between two Annual Board meetings, the composition or size of the Board changes such that the Board would not be in compliance with the requirements regarding the number of Alumni Trustees for two consecutive Board meetings occurring before the next annual meeting, then, at the request of CUAA, a special meeting of the Board shall be held to elect Alumni Trustees sufficient to reestablish compliance with such requirements.

The President of CUAA shall serve as one of the Alumni Trustees for such time as he or she shall continue to serve as President of CUAA, but in no event for a term of longer than four (4) years.

Section 2.04.2 Student Trustees

At all times, two members of the Board shall be current students at the Corporation ("Student Trustees"). Student Trustees shall have the same rights, responsibilities, and fiduciary duties as other Trustees, including the duty to act in the best interests of the Corporation and to maintain the confidentiality of Board deliberations.

Student Trustees shall not participate in, be present for, or vote on matters involving individual faculty or staff appointments, reappointments, promotion, tenure, compensation, or termination; individual student disciplinary matters; or other matters where their participation would present a conflict of interest or involve confidential personnel or student records. Student Trustees shall be subject to the same executive session, confidentiality, and conflict-of-interest provisions applicable to all Trustees.

The Student Trustees shall be divided into two classes, and the term of office of each class shall expire in alternating years. Each year the Board shall select for election to the Board one Student Trustee from among three nominees forwarded to it by the Joint Student Council, or any such successor body. Student Trustees shall serve a maximum of one (1) term of two (2) years.

Section 2.05 Vacancies

Vacancies on the Board resulting from any cause whatsoever may be filled for the duration of the unexpired term by the Board at any meeting thereof by a majority vote of the Trustees then in office, regardless of their number. Directors so elected shall serve until the end of the term which the Trustee was elected or appointed to fill, or for a term to be determined by the Board which ends at an annual meeting and until his successor is elected or appointed and qualified. A vacancy in the Board shall be deemed to exist on the occurrence of any of the following: (a) the death, resignation or removal of any Trustee from office; (b) an increase in the authorized number of Trustees by resolution of the Board; or (c) the failure of the Trustees, at any annual or other meeting of Trustees at which any one or more Trustees are to be elected, to elect the full authorized number of Trustees to be voted for at that meeting.

ARTICLE III. MEETINGS OF TRUSTEES

Section 3.01. Annual and Regular Meetings

Meetings of the Board (annual or regular) may be held on any day and place, and at such time and place, as the Board may from time-to-time fix; and shall be held at least four times each fiscal year. One of these meetings shall be the annual meeting, at which the Board will elect Trustees, members of committees and officers, and receive an annual report as required by Section 519(c) of the N-PCL and described in Section 1.11 below.

Section 3.02. Special Meetings

Special meetings of the Board shall be called by the Secretary upon the request of the Chair of the Board or upon the written request of any three (3) Trustees.

Section 3.03. Executive Sessions

The Board of Trustees may meet in executive session to consider matters requiring confidentiality, including but not limited to matters involving individual personnel actions; individual student disciplinary matters; pending or threatened litigation; legal advice subject to attorney-client privilege; contract negotiations; or other matters of comparable sensitivity.

Executive sessions may be called by the Chair of the Board or by a majority of the Trustees present at a meeting. Attendance at executive sessions shall be limited to Trustees and such officers, employees, advisors, or counsel as the Board or Chair determines are necessary or appropriate.

Participation in executive session deliberations and voting may be limited where the Chair, in consultation with counsel when appropriate, determines that such limitation is necessary to protect the interests of the Corporation or to preserve confidentiality or privilege.

Section 3.04. Notice of Meetings

Notice of the time and place of each meeting of the Board shall be given by the Secretary in writing to each Trustee at the email address of the Trustee, as shown in the Board of Trustees' records, and sent not less than five (5) days before the meeting.

Section 3.05. Place of Meeting

All meetings of the Board shall be held at the principal office of the Corporation at Cooper Square, New York, New York, unless another place is fixed by the Board, the Chair of the Board or the Secretary, and is designated in the notice thereof.

Section 3.06. Quorum

One third (1⁄3) of the entire Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 3.07. Action by the Board

Except as otherwise provided by law, by the Charter of the Corporation or by these Bylaws, the act of a majority of the Trustees present at any meeting of the Board at which a quorum is present shall be the act of the Board.

Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar audio/video communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Unless otherwise restricted by the Corporation's Charter or these Bylaws, any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee unanimously consent in writing, including by email or other electronic means to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Trustees or committee members shall be filed with the minutes of the proceedings of the Board or committee.

Section 3.08. Annual Financial Report

The President and the Treasurer shall cause to be prepared an annual financial report of the Corporation, verified or certified in accordance with applicable law, showing in appropriate detail the financial condition and results of operations of the Corporation for the preceding fiscal year.

Such report shall be presented to the Board of Trustees within a reasonable period following the close of the fiscal year, at such time and in such manner as the Board determines, and shall be maintained with the records of the Corporation.

Section 3.09. Resignation and Removal

A Trustee may be removed at any time for cause by the Board. The unexcused absence of a Trustee from three (3) successive regular meetings of the Board shall be deemed a sufficient cause, among others, for the removal of a Trustee by the Board. The excuse of a trustee absent from a meeting shall be deemed accepted as satisfactory by the Board of Trustees unless they determine otherwise by resolution at a meeting, for any reason whatsoever.

Any Trustee may resign at any time by giving written notice of his or her resignation to the Chair of the Board, the President or the Secretary.

Section 3.10. Emeriti Trustees

Persons who have served as members of the Board whom the Board wishes to recognize for such service may be elected by the Board to serve as Emeriti Trustees. Emeriti Trustees shall not be entitled to vote but shall be entitled to receive all Board mailings that are not designated as privileged, private or confidential, to attend and participate at meetings of the Board, at the discretion of the Chair of the Board, and to serve, if requested, on Board committees other than the Executive Committee. Such appointments shall not lapse unless specifically voted upon by the Board. Except with respect to the rights specifically outlined above, a Trustee Emeritus shall not be considered a member of the Board of Trustees for quorum, voting or any other purpose.

Section 3.11. Board Representatives

Each of the following constituencies shall have the right to elect representatives to the Board ("Representatives") as set forth below, which representatives shall be entitled to attend, as observers and advisers, all meetings of the full Board and of committees, except that they (i) shall not be entitled to attend executive sessions of the Board and (ii) shall not be entitled to attend meetings or portions of meetings of the Board or a committee where doing so would present an actual or potential conflict of interest or where the subject of the meeting is confidential, unless determined otherwise by the Chair of the Board. Representatives shall be entitled to receive any information or documents distributed to the Board that are not designated as privileged, private or confidential, unless determined otherwise by the Chair of the Board. Representatives may provide advice or information when solicited by the Board. Representatives shall have no voting rights and shall not be counted for the purpose of determining whether a quorum is present.

Section 3.11.1 Faculty Representatives

Four full-time faculty members shall be elected by the full-time faculty to serve as Full-Time Faculty Representatives. One Full-Time Faculty Representative shall be elected from each of the Engineering faculty, the Art faculty, the Architecture faculty, and the Humanities and Social Sciences faculty.

Section 3.11.2 Part-Time Faculty Representative

One part-time faculty member shall be elected by the part-time faculty to serve as a Part-Time Faculty Representative.

Section 3.11.3 Staff Representative

One staff member shall be elected by the staff to serve as a Staff Representative.

Section 3.11.4 Terms

Each Representative shall serve for no more than one (1) four (4)-year term.

ARTICLE 4.
Committees

Section 4.01. Classes and Composition of Committees.
All committees shall be identified as being one of two classes: (1) Committees of the Board or (2) Committees of the Corporation. All committees must have at least three members and Committees of the Board shall be comprised exclusively of voting members of the Board of Trustees (though others may be invited to attend and participate in meetings) and Committees of the Corporation may consist of non-Trustee members as well as Trustees. Committees of the Corporation shall not have any decision-making authority with respect to any actions and shall only be advisory in nature (except for the Investment Committee, described below, which shall have such authority pursuant to Section 514 of the New York Not-for-Profit Corporation Law). Committees of the Board shall have the power to act on behalf of the Board of Trustees with respect to authority delegated to such committees under these Bylaws or by resolutions of the Board of Trustees.

Each committee may have a written statement of purpose, role and scope as approved by the Board of Trustees, and such rules of procedure or policy guidelines that it or the Board of Trustees, as appropriate, shall approve. Any such statements shall be reviewed periodically by each committee. All committee meetings shall be required to have quorums to be official meetings. Any individual may serve on more than one committee, unless otherwise prohibited in these Bylaws.

Unless otherwise stated below, the chair of each committee shall be elected by a majority of the Board of Trustees, at the first regular meeting of the Board of Trustees in each fiscal year, for the term of three years, with a maximum of two terms and until their successors have been appointed and have qualified. The Board Chair may, at the Chair's sole discretion, extend a Committee Chair's term as necessary.

Unless otherwise stated below, the committee members shall be elected by a majority of the Board of Trustees, at the first regular meeting of the Board of Trustees in each fiscal year, for the term of one year and until their successors have been appointed and have qualified. Vacancies on committees, whenever they occur, shall be filled for unexpired terms by appointment of the Chair of the Board of Trustees.

Section 4.01.1 Committees of the Board
The Board may create, by a resolution adopted by a majority of the entire Board, such committees of the Board as the Board may from time to time find appropriate. Each such committee shall consist of at least three Trustees appointed by the Board and may not include any individuals who are not Trustees. Between meetings of the Board, such committees shall have and may exercise all the authority of the Board, to the extent provided in the resolution.

However, no committee shall have the authority to:

a. fill vacancies in the Board or in any committee;
b. fix the compensation of the Trustees for serving on the Board or on any committee,
c. amend or repeal the Bylaws or adopt new Bylaws,
d. (d) amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable,
e. (e) elect or remove officers or Trustees,
f. (f) approve a merger or dissolution; or
g. (g) approve amendments to the Corporation's charter.

A majority of the committee members, including the Chair of the Board and Vice Chair(s) of the Board when present, shall constitute a quorum for the transaction of business at any committee meeting.

Any action taken by such committees between meetings of the Board shall be reported to the Board at its next meeting.

Section 4.01.2 Committees of the Corporation

The Board, by a resolution adopted by a majority of the entire Board, or the Chair of the Board may from time to time create committees that may include non-Trustees (and are therefore not committees of the Board) to serve as advisory bodies, each of which will have such responsibilities as may be specified in the resolution creating the committee or as may be assigned to it by the Chair of the Board. These committees shall be called committees of the Corporation and shall not have the authority to bind the Board (except for the Investment Committee, described below, which shall have such authority pursuant to Section 514 of the New York Not-for-Profit Corporation Law). A majority of the committee members, including the Chair of the Board and Vice Chair(s) of the Board when present, shall constitute a quorum for the transaction of business at any committee meeting.

Section 4.02. Committees of the Board

The Board shall establish the following committees of the Board, which, as set forth in Section 42.01.1, (i) shall have only Trustees as their members and (ii) shall have the authority to bind the Board (subject to the limitations in Section 4.01.1):

Section 4.02.1 Executive Committee

The Board, by resolution adopted by a majority of the entire Board, shall establish an Executive Committee consisting of at least six (6) Trustees, or such other number of Trustees as shall be specified in such resolution, one of which shall be the Chair of the Board, who shall be chair of the Executive Committee.

The Executive Committee shall be established by the Board at the annual meeting thereof, or at any adjournment thereof, and its members shall hold office for one (1) year and until their successors have been duly elected. Vacancies on the Executive Committee occurring from time to time may be filled by the Board at any meeting thereof by vote of a majority of the entire Board.

The Executive Committee shall have and may exercise all the powers of the Board (except as provided in Section 4.01.1) between Board meetings. The Executive Committee shall establish its own rules and procedures, and its meetings shall be held at such times and places as it may determine.

Section 4.02.2 Audit Committee

The Board, by resolution adopted by a majority of the entire Board, shall establish an Audit Committee consisting of at least three (3) Trustees, or such other number of Trustees as shall be specified in such resolution. Each member of the Audit Committee shall be an "independent director," as defined in the New York Not-for-Profit Corporations law.[1] Other members may participate as advisors, but may not vote

[1] An "independent director" means a director who (i) is not, and in the last three years has not been, an employee of the Corporation or any affiliate and does not have a relative who is, or in the last three years has been, a key employee of the organization or any affiliate, (ii) in each of the last three fiscal years, has not received (and does not have a relative who has received during this period) more than $10,000 in direct compensation from the Corporation or any affiliate (other

on any action.

The Audit Committee shall be established by the Board at the annual meeting thereof, or at any adjournment thereof, and its members shall hold office for one (1) year and until their successors have been duly elected. Trustees may serve on the committee for multiple terms. Vacancies on the Audit Committee occurring from time to time may be filled by the Board at any meeting thereof by vote of a majority of the entire Board.

The Audit Committee shall (i) oversee the accounting and financial reporting processes of the Corporation and the audit of its financial statements and ensure that accurate and complete financial records are maintained; (ii) annually retain or renew the retention of an independent auditor, (iii) pre-approve all auditing services and non-audit services, including tax services, and review with the independent auditor the scope and planning of the audit prior to its commencement, (iv) review with the independent auditor the results of the audit (including the management letter) and review and discuss with the independent auditor any material risks and weaknesses in internal controls identified by the auditor, any restrictions on the scope of the auditor's activities or access to requested information, any significant disagreements between the auditor and management and the adequacy of the Corporation's accounting and financial reporting processes, (v) annually consider the performance and independence of the auditor, (vi) oversee any other aspect of risk assessment and management and (vi) report its activities to the Board.

Section 4.02.3 Finance and Business Affairs Committee

The Board, by resolution adopted by a majority of the entire Board, shall establish a Finance and Business Affairs Committee consisting of at least five (5) Trustees, or such other number of Trustees as shall be specified in such resolution.

The Finance and Business Affairs Committee shall be established by the Board at the annual meeting thereof, or at any adjournment thereof, and its members shall hold office for one (1) year and until their successors have been duly elected. Trustees may serve on the committee for multiple terms. Vacancies on the Finance and Business Affairs Committee occurring from time to time may be filled by the Board at any meeting thereof by vote of a majority of the entire Board.

The Finance and Business Affairs Committee shall (i) review the Corporation's financial operations, (ii) oversee the Corporation's annual operating and capital budgets, (iii) perform such other duties relating to the Corporation's finances as the Board shall determine, (iv) oversee major capital projects, (v) review proposed annual budgets and make recommendations to the full Board, (vi) review periodic financial management reports. ; Contracts, at the time of initiation or renewal, that either (1) exceed $1 million in a single year, (2) have a multi-year term with an aggregate value exceeding $3 million, or (3) are outside the ordinary course of business shall be reviewed and approved by the Finance and Business Affairs Committee and the Executive Committee prior to their execution.

Section 4.02.4 Governance Committee

The Board, by resolution adopted by a majority of the entire Board, shall establish a Governance Committee

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than reimbursement of expenses reasonably incurred as a director or reasonable compensation for services as a director), and (iii) is not a current employee of or does not have a substantial financial interest in (and does not have a relative who is a current officer of or has a substantial financial interest in) any entity that made payments to (or received payments from) the Corporation or any affiliate for property or services in an amount which, in any of the last three fiscal years, exceeded the lesser of $25,000 or 2% of the entity's consolidated gross revenue.

consisting of at least five (5) Trustees, or such other number of Trustees as shall be specified in such resolution, at least two of which shall be Alumni Trustees and at least one of which shall be a Student Trustee.

The Governance Committee shall be established by the Board at the annual meeting thereof, or at any adjournment thereof, and its members shall hold office for one (1) year and until their successors have been duly elected. Vacancies on the Governance Committee occurring from time to time may be filled by the Board at any meeting thereof by vote of a majority of the entire Board.

The Governance Committee shall (i) identify candidates for election as (a) members of the Board, (b) members of Committees of the Board and Committees of the Corporation, and (c) officers of the Corporation; (ii) review and assess the composition of the Board, including term limits, and the need for new Board members; (iii) plan and participate in the orientation of new members of the Board; (iv) periodically evaluate the performance of the Board and its members; (v) ensure that the Board (a) observes best practices of non-profit governance, (b) has a robust conflict of interest policy, (c) is provided with annual training on non-profit governance and the duties and responsibilities of Trustees, (d) advises on the governance structure for the faculties within the Corporation, and (e) understands the fiduciary duties and responsibilities of Trustees; (vi) ensures the work of the Board aligns with and supports the Corporation's mission, institutional goals and strategic priorities; and (vii) perform such other duties as the Board shall determine.

Section 4.02.5 Compensation Committee
The Board shall establish a Compensation Committee to review and recommend compensation for officers and key employees of the Corporation in accordance with applicable law. The Committee shall consist of at least three Trustees, a majority of whom must be independent (i.e., not officers, employees, or otherwise financially interested in the Corporation).

The Committee shall review and approve officer and key employee compensation on behalf of the Board; ensure that compensation is reasonable, consistent with the Corporation's charitable purposes, and compliant with applicable law; retain independent advisors if necessary; maintain records documenting its deliberations and recommendations. The Committee shall meet as needed and report its actions to the Board.

Section 4.03. Committees of the Corporation
The Board shall establish the following committees of the Corporation, which, as set forth in Section 4.01.2, (i) may have non-Trustees as members but (ii) shall not have the authority to bind the Board (except for the Investment Committee):

Section 4.03.1 Investment Committee
The Board, by resolution adopted by a majority of the entire Board, shall establish an Investment Committee consisting of at least three (3) members, or such other number of members as shall be specified in such resolution, provided that a majority of the members of the Investment Committee shall be Trustees.

The Investment Committee shall be established by the Board at the annual meeting thereof, or at any adjournment thereof, and its members shall hold office for one (1) year and until their successors have been duly elected. Vacancies on the Investment Committee occurring from time to time may be filled by the Board at any meeting thereof by vote of a majority of the entire Board.

The Investment Committee shall (i) advise the Board with regard to the investment policies of the Corporation, (ii) direct and provide oversight of investment decisions, (iii) periodically review the investments of the Corporation and report to the Board with regard to their performance, and (iv) have all the powers as are provided in Section 514 of the New York Not-for-Profit Corporation Law.

Section 4.03.2 Academic and Student Affairs Committee
The Board, by resolution adopted by a majority of the entire Board, shall establish a Committee on Academic and Student Affairs consisting of five (5) members, or such other number as shall be specified in such resolution, provided that a majority of the members of the Committee on Academic and Student Affairs shall be Trustees.

The Committee on Academic and Student Affairs shall be established by the Board at the annual meeting thereof, or at any adjournment thereof, and its members shall hold office for one (1) year and until their successors have been duly elected. Vacancies on the Academic and Student Affairs Committee occurring from time to time may be filled by the Board at any meeting thereof by vote of a majority of the entire Board.

The Academic and Student Affairs Committee shall (i) review and report to the Board with regard to the academic affairs of the Corporation and (ii) perform such other duties relating to the academic and student affairs of the Corporation as the Board shall determine.

Section 4.03.3 Alumni Affairs and Development Committee
The Board, by resolution adopted by a majority of the entire Board, shall establish an Alumni Affairs and Development Committee consisting of five (5) members, or such other number as shall be specified in such resolution, provided that a majority of the members of the Alumni Affairs and Development Committee shall be Trustees.

The Alumni Affairs and Development Committee shall be established by the Board at the annual meeting thereof, or at any adjournment thereof, and its members shall hold office for one (1) year and until their successors have been duly elected. Vacancies on the Alumni Affairs and Development Committee occurring from time to time may be filled by the Board at any meeting thereof by vote of a majority of the entire Board.

The Alumni Affairs and Development Committee shall provide oversight for all fund-raising efforts undertaken by the Alumni Affairs and Development Office, as well as structural and planning considerations for all fund-raising campaign initiatives (e.g., Annual Fund, Major Gifts, Institutional Giving and Gift Planning). Consistent with that, the Alumni Affairs and Development Committee shall: (i) advise on articulation of a philanthropic vision for the Corporation and create awareness of the importance of fund-raising to the success of the Corporation; (ii) promote a culture of philanthropy among the Board, faculty, students, alumni and friends of the Corporation, (iii) set goals for Trustee giving and actively engage in Trustee solicitation, (iv) participate in fund-raising and prospect development by serving as ambassadors of the Corporation, (v) recommend annual development budgets and approve goals for the various fund-raising initiatives, (vi) establish fund-raising policies in keeping with established best practices, and (vii) coordinate efforts with the Investment Committee to ensure proper oversight of the funds granted to or for the benefit of the Corporation.

In addition, the Alumni Affairs and Development Committee shall (i) support and facilitate strong relationships among the Alumni Affairs and Development Office, alumni, and Trustees to advance the

Corporation's engagement and development goals and (ii) assist in coordinating Trustee participation in alumni and other fundraising events.

ARTICLE V.
Officers

Section 5.01. Election and Term of Office
The Board shall elect at the annual meeting or, in default of election at such meeting, then at any adjournment thereof, a Chair of the Board, a President, one (1) or more Vice Chairs (if nominated), a Secretary and a Treasurer, provided, however, that no employee of the Corporation may serve as Chair of the Board or hold any other title with similar responsibilities. The Board shall have the power at any time to create additional offices and to elect additional officers. Any vacancy in any of the said offices resulting from any cause whatsoever may be filled for the unexpired portion of the term by the Board at any meeting of the Board.

All officers, except the Chair of the Board, shall be appointed to one (1) year renewable terms.
The Board shall elect at least one (1) Vice Chair of the Board at any time that a duly elected Chair of the Board is serving in the last year of eligibility. Either the Chair of the Board or at least one (1) Vice Chair must be an Alumni Trustee.

Section 5.02. Chair of the Board
The Chair of the Board (the "Chair") shall serve as the primary guardian and interpreter of Board policies. The Chair shall enunciate and interpret policies adopted by the Board and serve as a strategic partner to the President of the Corporation fostering mutual accountability and shared leadership to advance the mission of the Corporation, without interfering with the President's day-to-day operational authority.

Except where explicitly stated otherwise in these Bylaws or in a resolution of the Board, the Chair shall appoint the members of all committees created pursuant to Section 2.01 of these Bylaws, and shall promote active and effective committee engagement. The Chair shall preside at all meetings of the Board at which they are present. The Chair shall be given notice of and shall have the right to attend and vote at all committee meetings, but unless they have been designated as a regular member of a committee they shall be under no obligation to attend its meetings, although when the Chair attends meetings, their presence shall be counted when determining the size of a committee for the purpose of calculating whether a quorum is present.

The Chair shall be elected for a three (3) year term and may serve no more than two (2) consecutive terms as Chair. If a Trustee is elected to serve as Chair and upon such election there shall not be three (3) years remaining in their term as Trustee, then upon such election, such term will be extended to allow such Trustee to serve the full three (3)-year term and may be extended an additional three (3)-year term upon election by the Board.

Section 5.03. Vice Chair of the Board
On recommendation by the Chair of the Board, the Board may appoint one or more Vice Chairs of the Board, who shall have such powers and perform such other duties, not inconsistent with these Bylaws, as may be assigned to him or her from time to time by the Chair or, in the Chair's absence, by the Board. A Vice Chair will always be appointed during the final year of a Chair of the Board's service as Chair of the Board. The Chair of the Board or, in the Chair's absence, the Board may designate one or more specified Vice Chairs to exercise such powers and perform such duties of the Chair as may be assigned to him or

her. Vice Chairs shall be given notice of and shall have the right to attend and vote at all committee meetings, but unless the Vice Chair has been designated as a regular member of a committee they shall be under no obligation to attend its meetings, although when a Vice Chair of the Board attends meetings, their presence shall be counted when determining the size of a committee for the purpose of calculating whether a quorum is present.

Section 5.04. President

The President shall be the chief executive officer of the Corporation and shall have general charge of the business and affairs of the Corporation, including authority to take such action and authorize such contracts, agreements and commitments by the University in the ordinary course of the University's business as the President deems appropriate; provided the President shall consult with the Board of Trustees with respect to any material change in a significant aspect of University policy as expressed by the Board of Trustees.

The President shall report to the Board of Trustees on the business and educational affairs of the corporation, shall supervise and direct the management of the corporation in all academic and financial matters. At the regular meeting preceding the beginning of each fiscal year, he or she shall present the budget for the following fiscal year. Subject to any policies regarding delegation of authority adopted by the Board or a committee thereof, the President shall have authority to sign for the Corporation all deeds and other agreements and formal instruments. Notwithstanding this Section [X], contracts that either (1) exceed $1 million in a single year, (2) have a multi-year term with an aggregate value exceeding $3 million, or (3) are outside the ordinary course of business shall require the review of the Committee on Finance and Control, as provided for in Section XX of Article XX of these Bylaws.

The President shall have the authority to (i) make all appointments of professors, instructors and lecturers and fix the salaries of all appointees; (ii) employ and discharge employees and agents of the Corporation, except such as may be appointed by the Board, and (iii) prescribe the powers and duties incident to such positions, and may delegate such authority.

In the case of the temporary absence or disability of the President, the duties of the office shall be performed by the Vice President for Finance and Administration, or such other officer as the Board may designate.

In the event of a non-temporary vacancy in the office of the President, the Board of Trustees shall appoint a special presidential search committee to submit nominations for candidates and may appoint an Acting President to serve during the interim period. The Board may, by the affirmative vote of two-thirds of the members present and voting at a regular or special meeting, waive the requirement for a special presidential search committee and appoint the Acting President to assume the office of President on a permanent basis.

Section 5.05. Secretary

The Secretary shall be the custodian of the seal and official records of the Corporation. He or she shall affix such seal to all instruments when directed to do so by the Board. He or she shall keep, or cause to be kept, a permanent record of the minutes and proceedings of the meetings of the Board and shall see that all notices are duly given in accordance with these Bylaws. In addition, he or she shall have such other powers and perform such other duties, not inconsistent with these Bylaws, as may be assigned to him or her from time to time by the Board.

Section 5.06. Treasurer

The Treasurer shall, in general, perform all duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Trustees or by any committee thereunto authorized, including:

a. The power, together with the President, to sign checks, drafts, and tax returns on behalf of the College and shall have custody of the bank accounts and other assets of the Corporation;
b. Safeguard and maintain custody of, and be responsible for all funds and securities of the Corporation and deposit all such funds in the name of the College as shall be authorized by the Board of Trustees;
c. Render a statement of the condition of the finances of the Corporation at all regular meetings of the Board of Trustees, if called upon to do so, and cooperate with the Committee on Finance and Control, the Audit, Compliance and Risk Committee and independent auditors retained by the Board of Trustees for the purposes of conducting such audits as the Board of Trustees may from time to time require;
d. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever and, subject to the direction of the Board of Trustees or of any committee thereunto authorized or of the President, pay out and supervise the disbursements of moneys of the College;
e. Under the direction of the Investment Committee, be responsible for the management of all the investments of the Corporation; and
f. Prepare and submit to the Board of Trustees at its annual meeting the proposed budget of the College for the ensuing fiscal year in such form as may from time to time be directed by the Board of Trustees or any authorized committee thereof for its review and approval.

Section 5.07. Assistant Secretary

In the absence or inability of the Secretary to act, the Assistant Secretary may exercise any of the powers and shall perform the duties of the Secretary. He or she shall also have such other powers and perform such duties not inconsistent with these Bylaws, as may be assigned to him or her from time to time by the Board or the Secretary.

Section 5.08. Assistant Treasurer

In the absence or inability of the Treasurer to act, the Assistant Treasurer may exercise any of the powers and shall perform the duties of the Treasurer. He or she shall also have such other powers and perform such duties, not inconsistent with these Bylaws, as may be assigned to him or her from time to time by the Board or the Treasurer.

Section 5.09 – Additional Officers. The Board of Trustees may, from time to time, create additional offices and abolish such offices as it may deem necessary or advisable. Such officers shall have the authority and responsibilities delegated by the President or the Board. Any person may hold more than one office except that the offices of President and Secretary may not be held the same person.

Section 5.10. Removal or Delegation

All officers elected by the Board shall be subject to removal at any time with or without cause, by the Board at any meeting thereof, provided that the notice of such Board meeting shall set forth the proposed action. In case of the absence of any officer, or for any other reason that may seem sufficient to the Board, the Board may, without removal, delegate the powers and duties of such office to any other officer for such period as may be deemed proper.

Section 5.11. Resignation
Any officer may resign at any time by giving written notice to the President or Secretary.

ARTICLE VI. Deposits, Checks, Loans, Contracts

Section 6.01. Deposit of Funds
The funds of the Corporation shall be deposited in such banks, trust companies or other depositories as the Board may determine from time to time.

Section 6.02. Checks
All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such officer or officers or agent or agents of the Corporation and in such manner as the Board from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be made by the Treasurer or his or her designee, or as the Board from time to time may determine.

Section 6.03. Loans
No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its Trustees or officers or to any other corporation, firm, association, or other entity in which one or more of its Trustees or officers are Trustees or officers or hold a substantial financial interest, provided, however, that the Corporation may make a loan (i) to any corporation which is a Type B corporation under the Not-for-Profit Corporation Law of the State of New York and (ii) if specifically permitted under the Education Law of the State of New York.

Section 6.04. Contracts
No contract, other than in the ordinary course, may be entered into on behalf of the Corporation unless and except as authorized by these Bylaws or the Board; any such authorization may be general or contained to specific instances.

Section 6.05. Investment and Proxies
The Board has the power to make investments of the funds of the Corporation and to change the same and may sell, from time to time, any part of the securities of the Corporation or any rights or privileges that may accrue thereon. Any officer of the Corporation, or such other person or persons as the Board may designate, may execute and deliver on behalf of the Corporation proxies for stock owned by the Corporation appointing persons to represent and vote such stock at any meeting of stockholders, with full power of substitution, or rescinding such appointments.

Section 6.06. Transfer and Assignment
The Board may authorize any officer, director or other person or persons to execute such form of transfer or assignment as may be customary or necessary to constitute a transfer of stocks, bonds or other securities in the name of or belonging to the Corporation. A corporation or person transferring any such stocks, bonds or other securities pursuant to a form of transfer or assignment so executed shall be fully protected and shall not have any duty to inquire whether or not the Board has taken action in respect thereof.

ARTICLE VII.
Corporate Seal

The seal of the Corporation shall be a circular disk which shall have the words "The Cooper Union for the Advancement of Science and Art, Founded A.D. 1859, by Peter Cooper, a Mechanic of New York," inscribed around the outer edge. The center of the disk shall contain a medallion head of Peter Cooper over which shall be written "Whatsoever Things are True."

ARTICLE VIII. Fiscal Provisions

Section 8.01. Fiscal Year
The fiscal year of the Corporation shall be the period July 1 to June 30 inclusive.

Section 8.02. Bonding
All officers and other persons who may be authorized by the Board or its Executive Committee to receive or disburse funds of the Corporation may be required to furnish bond for the faithful discharge of their duty, in such sums and with such surety and on such conditions as the Board or its Executive Committee may from time to time determine. The expense of such bonds shall be borne by the Corporation.

Section 8.03. Audit
After the close of each fiscal year, the financial transactions and books of the Corporation for the preceding fiscal year shall be audited by independent certified public accountants selected by the Audit Committee, and a report of the audit shall be made to the Board.

ARTICLE IX. Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of the laws of the State of New York or under the provision of the Charter of the Corporation or these Bylaws, a waiver thereof, whether before or after the time stated therein, shall be deemed the equivalent thereto. A Trustee's attendance at a meeting without protesting, prior thereto or at its commencement, the lack of notice to such Trustee shall constitute waiver of notice

ARTICLE X. Amendments

Except as otherwise provided by law, these By-Laws may be altered, amended or repealed by the vote of a majority of the Directors present at any meeting of the Board. Such action is authorized only at a duly called and held meeting of the Board for which notice of such meeting, setting forth the proposed alteration, amendment or repeal, is given in accordance with the notice provisions for special meetings set forth herein.

These Bylaws shall be reviewed periodically by the Secretary and the Governance Committee who shall recommend any necessary changes to the Board of Trustees.

ARTICLE XI. Members

The Corporation shall have no members.

ARTICLE XII. Indemnification and Insurance

Section 12.01. Liability

Except as otherwise provided by law, no Trustee, committee member, or officer of the Corporation serving without compensation shall be liable to any person other than the Corporation based solely on such Trustee's or officer's conduct in the execution of such office unless such conduct constituted gross negligence or was intended to cause the resulting harm.

Section 12.02. Indemnification

Except as provided in Section 11.03, the Corporation shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was a Trustee, committee member or officer of the Corporation who serves or served the Corporation or, at the request of the Corporation, serves or served any other corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity. The Corporation may indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil or criminal, by reason of the fact that such person or such person's testator or intestate is or was an employee of the Corporation.

In addition, the Corporation shall advance each potentially indemnifiable person's related and reasonable expenses, including attorney's fees, expert's fees and consultant's fees, upon receipt of an undertaking by or on behalf of such person to repay all or a portion of such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation or that the expenses so advanced exceed the indemnification to which the indemnified party is entitled.

Section 12.03. Limitations on Indemnification.

The Corporation shall not indemnify any person described in Section 11.02 if a judgment or other final adjudication adverse to such person establishes that the acts of such person or such person's testator or intestate were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person or such person's testator or intestate personally gained a financial profit or other advantage to which he or she was not legally entitled.

Section 12.04. Insurance.

The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its Trustees, officers and employees to the full extent such insurance is permitted by law.

Article XIII. Other Provisions

Section 13.01. Non-discrimination.

The College is committed to fostering a diverse community of outstanding faculty, staff, and students, as well as ensuring equal opportunity in employment and equal opportunity in education including educational programs and activities, without regard to an individual's race, color, creed, national origin, ethnicity, ancestry, religion, age, sex, sexual orientation, gender, gender identity or expression, transgender status, marital status, familial status, partnership status, disability (including HIV/ AIDS), genetic information, predisposing genetic characteristics, alienage, citizenship, arrest and conviction records, military or veteran status, salary history, credit history, caregiver status, pregnancy or lactation status, sex and reproductive decisions, status as a victim of domestic violence/stalking/sex offenses/sex abuse, unemployment status, or any other legally prohibited basis in accordance with federal, state, county and city laws.

The College does not discriminate on the basis of any of the protected characteristics referenced above in its programs and activities or in its treatment, admission or access to its programs or activities. Therefore, discrimination or harassment of College employees, students, applicants for employment or admission, and non-employees (defined explicitly to include only contractors, subcontractors, vendors, consultants or other persons providing services pursuant to a contract in the workplace or who is an employee of such a contractor, subcontractor, vendor, consultant or other person providing services pursuant to a contract with the College) is strictly prohibited by the College.

Section 13.02. Whistleblower Policy.
The College shall adopt a whistleblower policy in accordance with applicable law to provide procedures for the reporting of violations or suspected violations of laws or corporate policies, and protect from retaliation persons who report suspected improper conduct.

Section 13.03. Conflict of Interest Policy.
The College shall adopt a conflict of interest policy for directors, officers and key persons in accordance with applicable law.