

# **BRAZOS COUNTY A&M CLUB BYLAWS**

## **ARTICLE I**

### **Name**

**Section 1.1. Name.** The name of this organization is the Brazos County A&M Club, Inc.

**Section 1.2. Type of Organization.** The Brazos County A&M Club is a nonprofit corporation organized under the laws of the State of Texas pursuant to Articles of Incorporation filed November 19, 1990, Filing Number 117320101.

## **ARTICLE II**

### **Chartered Club**

**Section 2.1. Relation with The Association of Former Students.**

The Brazos County A&M Club is a chartered Club of The Association of Former Students of Texas A&M University (The Association) and subject to the provisions applying to chartered Clubs as set forth in the bylaws of The Association. During its existence, the Brazos County A&M Club shall be and remain separate and independent from The Association.

**Section 2.2. Financial Obligations.**

The Brazos County A&M Club shall not be financially obligated to The Association and The Association shall not in any way be obligated or responsible for the financial affairs of this Club.

**Section 2.3. Disposition of Club Assets upon Dissolution.**

In the event of dissolution of the Club, all assets of the Club remaining after payment or settlement of the indebtedness of the Club shall become the property of The Association.

## **ARTICLE III**

### **Purposes**

**Section 3.1 Purposes.**

The purposes of the Club are to establish and maintain scholarships for needy and worthy students and to assist the community, Texas A&M University and The Association in any worthy undertaking to the best of our ability as a Club and in a helpful manner as is traditional among A&M men and women.

**ARTICLE IV**  
**Classes of Membership, Dues, Obligations of Members**

**Section 4.1. Regular Members.**

Any person residing in Brazos County or bordering counties who at any time was enrolled in any undergraduate or graduate course at Texas A&M University and any person who has received an advanced or honorary degree from Texas A&M University shall be eligible for Regular Membership in the Club.

**Section 4.2. Associate Members.**

Any person who is not eligible to be a Regular Member but has demonstrated his or her interest in Texas A&M University and in the activities of the Club, shall be eligible as an Associate Member of the Club. Associate Members shall have all the privileges of membership except the right to hold the office of President.

**Section 4.3. Family Members.**

Individuals meeting the requirements of Sections 4.1 and 4.2 and residing in a single household may become Family Members of the Club. Family Members shall have all the privileges of membership except only one Family Member may serve as a director or officer at any given time.

**Section 4.4. Life Members.**

The board of directors, by unanimous vote, may elect as a Life Member any member of the Club who has rendered outstanding service to the Club. Life Membership is the highest honor that can be given by the Club.

**Section 4.5. Dues.**

The amount of annual dues for memberships shall be determined by the board of directors.

**Section. 4.6. Ethical Obligations.**

Each member shall honor, respect and support the purposes of the Club. No member shall solicit business from any other member at Club meetings or Club sponsored events. Information obtained by a Club member through his or her position as an officer, director, committee chair or member of a committee, including but not necessarily limited to postal addresses, telephone numbers and email addresses, shall not be used by a member except in the performance of his or her duties while serving in such capacity.

**Section. 4.7. Data Security.**

1. Members, Officers and Board Members of the Brazos County A&M Club shall abide by The Association of Former Students' Information Security Agreement. Information provided by The Association or obtained while serving on behalf of the Club may only be used for the following purposes:
  - a. Solicit membership dues and donations specifically for the Brazos County A&M Club; and
2. The information provided by The Association of Former Students or obtained while serving on behalf of the Club may never be used for the following purposes:
  - a. Any political or religious purpose; or
  - b. Marketing for personal gain or for purposes other than as set forth in 4.7.1 above.

A Member, Officer or Board Member will be in violation of the provisions of the Information Security Agreement between The Association of Former Students and the Brazos County A&M Club if he or she gains or helps anyone gain unauthorized access to information provided by The Association or information obtained while serving on behalf of the Club.

**Section 4.8. Disciplinary Action; Revocation of Membership.**

Each member shall observe the provisions of these bylaws. Failure to do so may result in disciplinary action ranging from a written warning to and including revocation of membership and exclusion from Club activities.

A member who engages in conduct prohibited by these bylaws or in activities contrary to activities authorized by the Club officers or directors shall be subject to disciplinary action in the form of a written warning or reprimand by the Club officers.

A member who misrepresents his or her position with the Club, commits theft of Club funds, engages in threatening or abusive behavior, or violates the provisions of Sections 4.6 or 4.7 of these bylaws is subject to revocation of membership in the Club.

Before revocation of membership, the President of the Club shall notify the member, by certified mail at least fourteen days prior to a meeting of the officers at which the revocation will be considered. The notice shall include the date, time and place of hearing, specify the grounds for revocation, including the conduct or acts in which the member engaged, and afford the member an opportunity to attend, address the officers and present evidence. If two-thirds of the officers present at the meeting vote to recommend the revocation of membership, the member shall be immediately notified of that recommendation and that recommendation shall be given to the chair of the board of directors.

Upon notification the Club officers have recommended revocation of membership, a member may, by a written request signed by the member and delivered to the President of the

Club within ten days after the announcement of the recommendation for revocation, demand a hearing before the board of directors. If no request for hearing before the board of directors is delivered to the President within the time specified, the recommendation shall be considered and acted upon by the board of directors without further notice.

Promptly after receipt of a request for a hearing before the board of directors, the President of the Club shall call a meeting of the board of directors and give the member written notice by certified mail at least fourteen days prior to the meeting of the board of directors at which the revocation will be considered. The notice shall include the date, time and place of hearing and afford the member an opportunity to attend, address the board and present evidence.

If a quorum of the board of directors is present and two-thirds of the board members present and voting approve the revocation of membership, the member's membership shall be revoked.

Any member who is removed from the Club shall be banned from all Club activities for a minimum of two years. A member whose membership has been revoked may submit a written request for reinstatement to the Club officers and may be reinstated only upon approval of a two-thirds vote by both the board of directors and the officers of the Club.

## **ARTICLE V Officers**

### **Section 5.1. Officers.**

The officers of the Club shall be:

1. President.
2. President-Elect.
3. Immediate Past President.
4. Vice President-Records.
5. Vice President-Scholarships.
6. Vice President-Programs.
7. Vice President-Finance.
8. Vice President-Membership.
9. Vice President-Publicity.
10. Vice President-Events and Member Engagement.

### **Section 5.2. Nomination of Officers.**

At least three weeks prior to the October meeting of members each year, the Executive Committee shall appoint a Nominating Committee to prepare a slate of officers for the following year. The report of the Nominating Committee shall be presented to the members at the October meeting of members. The procedure for nominations shall be designated by the board of directors.

**Section 5.3. Election and Term of Officers.**

Officers shall be elected by Club members at the November monthly meeting of members each year and shall take office January 1 following their election. Officers shall serve for a term of one year. The election procedure shall be designated by the board of directors.

**Section 5.4. Duties of Officers.**

Officers of the Brazos County A&M Club shall serve under the guidance of the board of directors and perform those duties set out below and such additional duties as may be determined by the directors. The board of directors will review the duties and job descriptions of officers annually.

The **President** shall preside at all meetings of the Club and meetings of the officers, serve on the Executive Committee, and serve as chair of the board of directors (but shall not vote except in the case of a tie-vote of the directors present and voting at a meeting), appoint all committees except the Nominating Committee, serve as ex-officio member of all committees, and be the primary liaison with The Association.

The **President Elect** shall preside at meetings of the members and board of directors in the absence of the President, serve on the Executive Committee, assist the President as requested, and record the minutes of board of directors meetings and deliver them to the Vice President-Records.

The **Immediate Past President** shall serve on the Executive Committee and the Nominating Committee and shall present an annual report to the members no later than March 31 each year.

The **Vice President-Records** shall maintain the permanent records of the Club, including minutes of all meetings of the board of directors, Officers and members.

The **Vice President-Scholarships** shall represent the Club in matters pertaining to the continuing relationship with area high schools, the Scholarship Office of the Texas A&M Foundation and the Office of Scholarships and Financial Aid at Texas A&M University.

The **Vice President-Programs** shall arrange for programs and speakers for monthly Club meetings and secure locations and serve as host for Howdy Hours.

The **Vice President-Finance** shall serve as Treasurer of the Club, in coordination with the board of directors and other Club officers, prepare an annual budget for the Club.

The **Vice President-Membership** shall plan and direct an annual Membership Drive to recruit new members, retain current members and reactivate previous members.

The **Vice President-Publicity** shall plan and direct local Club publicity and press relations to enhance the Club's reputation and public image, keep Club members informed as to state and national activities of Texas A&M University.

The **Vice President-Events and Member Engagement** shall serve as liaison between the Club officers and chairs for major and special events.

**Section 5.5.-Vacancies.**

Upon the resignation, death, inability or failure of an officer to timely perform his or her duties, or an office otherwise being vacant, the board of directors shall appoint a qualified member of the Club to fill the officer’s unexpired term.

**ARTICLE VI  
Directors**

**Section 6.1. Number and Term.**

The board of directors shall consist of the three members of the Executive Committee and nine members of the Club, three of which shall be elected annually for a term of one year, three for a term of two years, and three for a term of three years. A director shall hold office until the next annual election of directors and until a director’s successor shall have been elected or appointed. The President shall serve as Chair of the board of directors but shall not vote on matters before the Board except in the event of a tie-vote of board members present and voting.

**Section 6.2. Method of Nomination.**

At least three weeks prior to the October meeting of members each year, the Executive Committee shall appoint a Nominating Committee to prepare a slate of nine directors to be elected for the following year, three for a term of three years and the remaining six to continue serving only if re-nominated each year for continued service in their term of office. The procedure for nomination shall be designated by the board of directors. The report of the Nominating Committee shall be presented to the members at the October meeting of members.

**Section 6.3. Method of Election.**

Directors shall be elected by Club members at the November monthly meeting each year to take office January 1 following the election. The election procedure shall be designated by the board of directors.

**Section 6.4. Responsibility of Directors.**

The board of directors shall provide overall plans, policies, and guidelines for the Club and oversee the actions of the Officers. Members of the board shall attend all meetings of the board of directors.

**Section 6.5. Quorum Requirements.**

A minimum of six directors must be present before action may be taken on any matter before the board of directors. A majority vote of those present and voting at a board meeting is required for approval of any action by the board of directors.

**Section 6.6. Vacancies.**

Upon the resignation, death, inability or failure of a director to timely perform his or her duties or a position otherwise being vacant, the board of directors shall appoint a qualified member of the Club to fill the director's unexpired term.

**ARTICLE VII  
Executive Committee**

The Executive Committee shall consist of the President, President-Elect, and Immediate Past President of the Club. The Executive Committee may meet at any time and shall guide the annual activities of the Club. The members of the Executive Committee shall serve on the board of directors and, if a meeting of a quorum of directors is impractical, the Executive Committee may act on a matter that ordinarily would be presented to the board of directors for approval, but the Executive Committee may not spend funds in excess of an amount designated by the board of directors. After taking such action, the Executive Committee shall present a full report of its action to the board of directors at its next regularly scheduled meeting.

**ARTICLE VIII  
Meetings**

**Section 8.1. Meetings of Members.**

Regular meetings of Club members shall be held at a time and place designated by the board of directors. Notice of such meetings shall be given to members by email and/or on the Club's website.

**Section 8.2. Meetings of the Board of Directors.**

Regular meetings of the board of directors shall be held on a quarterly basis on dates and at times and locations determined by the board of directors. Special meetings may be called by the President or three directors at any time. Directors Meetings shall be held at a time and place designated by the President or directors calling a meeting. Notice of the time and place of any meeting shall be given by telephone or email to each director at least 24 hours prior to a meeting.

Any action which may be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the members of the board of directors and delivered to the Vice President-Records for inclusion in minutes of the board of directors.

**Section 8.3. Meetings of Officers.**

Regular Meetings of the officers shall be held on a monthly basis on dates and at times and locations determined by the officers. Special Meetings of the officers may be called by the President or Executive Committee at the time and place designated in the call of such meeting. Notice of the time and place of any meeting shall be given by telephone or email to each officer at least 24 hours prior to a meeting.

**Section 8.4. Muster.**

The annual Muster of the Club shall be held on April 21 each year, or, in the event of an emergency or other unusual circumstance, at another date determined by the board of directors. This traditional ceremony may be held separately or in conjunction with the Texas A&M University Muster. The President, or a member designated by the President, shall provide The Association with the name of the Muster Speaker, time, location and cost of tickets and full details of the function promptly after that information is available.

Within a reasonable time after a Muster, the President, or a member designated by the President, shall provide The Association with information regarding the muster for inclusion in the *Texas Aggie* magazine and on The Association’s website.

**ARTICLE IX  
Committees**

**Section 9.1. Appointment.**

The Executive Committee shall appoint the chair and members of the Nominating Committee.

The President shall appoint other committees and the committee chair as designated by the board of directors or when deemed advisable by the Executive Committee.

**ARTICLE X  
Amendments**

**Section 10.1. Periodic Review by Board of Directors.**

The board of directors shall review the bylaws annually to determine whether any changes or additions should be made.

**Section 10.2. Requests or Proposals for Amendment of By-Laws.**

Requests or Proposals for amendment of the bylaws may be submitted by a member of the Club or initiated by the board of directors. A request by a member shall be in writing and delivered to the Club President.



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Upon receipt of a member's proposal for amendment, the President shall promptly refer it to the board of directors for consideration and provide each member of the board of directors with a copy of the proposed amendment.

### **Section 10.3. Action by Board of Directors.**

The board of directors shall consider and vote on any proposal for amendment submitted to it. If a majority of the board of directors approves a proposed amendment to the bylaws, it shall be submitted to the members of the Club for consideration.

### **Section 10.4. Notice to and Action by Members of the Club.**

If a majority of the board of directors approves a proposed amendment to the bylaws, it shall be submitted to the members of the Club for consideration at a regular monthly Club Meeting. Notice of the proposed amendment shall be given to the members no less than 30 days prior to the date of the meeting at which it will be submitted for consideration. An affirmative vote of two-thirds of the members present and voting is required for adoption of the amendment.

### **Section 10.5. Effective Date of an Amendment.**

An amendment shall be effective upon the date stated in the amendment or, if no date is stated, immediately after adoption by affirmative vote of two-thirds of the members present and voting.

### **Section 10.6. Prior Revisions.**

The original Bylaws of the Brazos County A&M Club were adopted at the January 19, 1946 meeting and amended on December 15, 1961 and December 16, 1976.

These Bylaws were adopted by the directors at a meeting held June 5, 1989 and approved by the Membership at a regular meeting on June 13, 1989.

These Bylaws were amended by the directors at a meeting held on June 4, 1990 and approved by the membership at a regular meeting on July 10, 1990.

These Bylaws were amended by the directors at a meeting held on September 26, 2016 and approved by the membership at a regular meeting on November 8, 2016.

These Bylaws were endorsed and recommended by a majority of the directors January 8, 2020, approved by the membership at a regular meeting held January 11, 2020, and approved by the directors at a meeting held February 20, 2020.