



**The Association**  
OF FORMER STUDENTS®

TEXAS A&M UNIVERSITY

# Governing Documents



# CHARTER

## **Article I**

The name of the corporation is The Association of Former Students of Texas A&M University.

## **Article II**

The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States Internal Revenue Law. The corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by employees of the corporation, and to make payments and distributions in the furtherance of the purposes set forth in this Article II. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

All assets of the corporation shall be pledged for its charitable functions.

Furthermore the corporation is formed for the support of benevolent, charitable and educational undertakings by extending financial and other aid to students of Texas A&M University; by promoting social, literary and scientific pursuits; by perpetuating and strengthening the ties of affection and esteem formed in university or college days; by promoting the interests and welfare of Texas A&M University and education generally in the State of Texas.

## **Article III**

The place where the business of this corporation shall be transacted is the State of Texas, with its principal office at College Station, Brazos County, Texas.

#### **Article IV**

The period of its duration is perpetual.

#### **Article V**

The governing body of this Corporation shall be an association council composed and elected or selected as provided by the By Laws of the Corporation, but shall be not less than three (3) in number, and in conformity with the laws of this State relating thereto, with an Executive Board as authorized and provided for also by the By Laws of this Corporation, the powers and duties of each to be such as authorized by the By Laws not inconsistent with the laws of this State relating thereto.

#### **Article VI**

This corporation shall be without capital stock.

#### **Article VII**

The membership of this Corporation shall be:

- (a) All students who have been enrolled in any of the regular courses of Texas A&M University, formerly existing under the name of the Agricultural and Mechanical College of Texas, and all persons who have received advanced or honorary degrees from such educational institution shall be members of this Association.
- (b) The friends of this Association or of Texas A&M University, formerly existing under the name of the Agricultural and Mechanical College of Texas, may become associate members of the Association upon election by majority vote of those present at any regular meeting of the Association Council.
- (c) Any person who has rendered conspicuous service to the Association, or to Texas A&M University, formerly existing under the name of the Agricultural and Mechanical College of Texas, or to the advancement of education in Texas, may, by two-thirds vote of the Association Council present at the annual meeting, be elected an honorary member of the Association.
- (d) Such other members as may be authorized from time to time by the By Laws of this Corporation.

#### **Article VIII**

No director or member of the Association Council (including any advisory director or honorary member of the Association Council) of the Corporation shall be liable to the Corporation or its members for monetary damages for an act or omission in such person's capacity as a director or member of the Association Council, except for liability (i) for any breach of a person's duty of

loyalty to the Corporation or its members, (ii) for any act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (iii) for any transaction from which such person received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such person's office, or (iv) any act or omission for which the liability of such person is expressly provided for by statute. No repeal of this Article VIII or amendment of this Article VIII which reduces the protections afforded to directors or members of the Association Council of the Corporation under this Article VIII shall apply to or have any effect on the liability or alleged liability of any director or member of the Association Council of the Corporation for or with respect to any acts or omissions or such director or member of the Association Council occurring prior to such repeal or amendment. The liability of directors and members of the Association Council of the Corporation to the Corporation or its members shall be further limited to the full extent permitted under the laws of the State of Texas, as such laws may be amended from time to time, including, without limitation, the Texas Miscellaneous Corporation Laws Act, the Texas Business Corporation Act and the Texas Non-Profit Corporation Act.

### **Article IX**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the corporation's assets exclusively for the purposes of the corporation in such manner, to Texas A&M University or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be charged with a charitable public trust and shall be thereafter administered and applied to public charitable purposes by a trustee or trustees to be appointed pursuant to law by a court of competent jurisdiction.



# BYLAWS

Adopted at the Fall Leadership Council Meeting of The Association of Former Students in College Station, Texas, October 25, 2003; amended on October 15, 2005 and November 8, 2008.

## DEFINITIONS OF TERMS USED IN THE BYLAWS

- **Annual Fund:** The fund as described in Article VII of the Bylaws.
- **Area:** An area of the State of Texas as designated by the Executive Committee.
- **Area Representative:** A Member serving on the Leadership Council from an Area.
- **Board:** The Board of Directors of The Association of Former Students of Texas A&M University.
- **Bylaws:** The Bylaws of The Association of Former Students of Texas A&M University, as amended.
- **Chair of the Board:** The Chair of the Board (hereinafter referred to as the “Chair”) of The Association elected in accordance with Article III, Section 3 of these Bylaws.
- **Chair Elect:** The Director who is elected as the next Chair of the Board to immediately succeed the current Chair of Board at the conclusion of his/her term in accordance with these Bylaws.
- **Charter:** The Articles of Incorporation of The Association of Former Students of Texas A&M University, as amended.
- **Class Agent:** A Member, whether one or more, serving on the Leadership Council from each Class, elected by the Class in accordance with a process approved by the Board.
- **Class:** Each regularly organized class that has graduated from Texas A&M University.
- **Club:** A Texas A&M Club, officially chartered by The Association in accordance with the rules in effect from time to time.
- **Club President:** A Member serving on the Leadership Council as President of a Club.
- **Constituent Network:** An affiliate network of The Association representing a group of Charter Members as described in Article I, Section 1 of the Bylaws, other than Class or Club, officially recognized by The Association in accordance with the policy adopted by the Leadership Council.
- **Constituent Network Representative:** A Member serving on the Leadership Council as the representative of a Constituent Network.
- **Director:** A member of the Board of Directors of The Association of Former Students.
- **Executive Committee:** A committee of the Board consisting of the Chair, the Immediate Past Chair, the Chair Elect, and the President and Chief Executive Officer (non-voting).
- **Immediate Past Chair:** The Chair of the Board whose term just expired.

- **Leadership Council:** The governing body of The Association as described in Article II, Section 1 of the Bylaws.
- **Member:** Any Member, associate member or honorary member of The Association in accordance with the Charter or the Bylaws.
- **National Area:** An area of the United States as designated by the Executive Committee.
- **National Representative:** A Member serving on the Leadership Council from a National Area.
- **Nominating Committee:** A committee of the Leadership Council composed of a Past Chair who has not been on the Executive Committee for at least five (5) years, a Class Agent, a Club President, an Area Representative, the Chair, the Immediate Past Chair and the Chair Elect. The President and CEO is a non-voting member of the committee.
- **Past Chair:** A Member who served a term as Chair of the Board, or pursuant to prior Bylaws, as President of The Association prior to [08 November 2008].
- **President and Chief Executive Officer:** The person appointed by the Board to implement policies of the Leadership Council and the Board (formerly referred to as Executive Director).
- **Representative At Large:** A person appointed by the Chair to the Leadership Council in accordance with Article II, Section 5 of the Bylaws.
- **Student Loan Fund Trustee:** A Member elected to supervise the lending of funds acquired by The Association for loans to students attending Texas A&M University.
- **Sul Ross Group:** Surviving members of Classes that have been graduated more than fifty-five (55) years.
- **Texas A&M University:** Texas A&M University, formerly existing under the name of the Agricultural and Mechanical College of Texas.
- **The Association:** The Association of Former Students of Texas A&M University.

## **ARTICLE I – MEMBERSHIP**

### **Section 1 Charter Members**

As set forth in Article VII of the Charter, “The membership of this Corporation shall be:

- (a) All students who have been enrolled in any of the regular courses of Texas A&M University, formerly existing under the name of the Agricultural and Mechanical College of Texas, and all persons who have received advanced or honorary degrees from such educational institution shall be members of this Association.
- (b) The friends of The Association or of Texas A&M University, formerly existing under the name of the Agricultural and Mechanical College of Texas, may become associate members of The Association upon election by majority vote of those present at any regular meeting of The Association Leadership Council.
- (c) Any person who has rendered conspicuous service to The Association, or to Texas A&M University, formerly existing under the name of the Agricultural and Mechanical College of Texas, or to the advancement of education in Texas, may, by two-thirds vote of The Association Leadership Council present at the annual meeting, be elected an honorary member of The Association.
- (d) Such other members as may be authorized from time to time by the Bylaws of this Corporation.”

### **Section 2 Bylaws Members**

As authorized by Article VII (d) of the Charter, any contributor to the Annual Fund who does not fall within Article VII (a), (b), or (c) of the Charter in accordance with the program in effect at the time will be an associate Member of The Association. Any contributor except those within the definition of Article VII (a), (b), or (c) who fails to timely renew his or her contribution in accordance with the program in effect at the time automatically forfeits his or her membership in The Association.

### **Section 3 Rights and Privileges**

All Members have the same rights and privileges except that a Member who has never been enrolled in a regular course at Texas A&M University may not be bestowed a class year designation. Any Member who fails to contribute the minimum gift to the Annual Fund, as established by the Board from time to time, will be inactive. Only active Members have the right to (i) serve on the Leadership Council; (ii) receive all publications and appropriate program and activity communications; (iii) vote in accordance with these Bylaws; and (iv) such other privileges of membership that may exist from time to time.

## **ARTICLE II – ORGANIZATION AND DUTIES**

### **Section 1 The Leadership Council**

- (a) The governing body of The Association is the Leadership Council that is composed of:
1. The Club President from each Club, serving in accordance with the governing documents of the Club;
  2. A Class Agent(s) from each Class;
  3. Each living Past Chair of The Association;
  4. The President of the Sul Ross Group;
  5. Each member of the Board;
  6. Each Area Representative;
  7. Each National Representative;
  8. Each Representative at Large;
  9. The elected President of each Class on the Texas A&M campus;
  10. The Student Loan Fund Trustees; and
  11. Each Constituent Network Representative.
- (b) Except for Representatives at Large, no inactive Member may serve on the Leadership Council.
- (c) The Leadership Council shall, by virtue of its right to elect the Board, ensure that the programs and operation of The Association are (i) consistent with the Charter and (ii) in the best interest of The Association. Its members shall be the representatives of The Association in all matters, including, without limitation, among the Clubs, Classes, Areas, and Constituent Networks from which the Leadership Council's members are elected.
- (d) Each member of the Leadership Council is expected to attend at least one regularly scheduled semi-annual Leadership Council meeting each year.

### **Section 2 The Board**

The Leadership Council, at one of its regular meetings, shall elect the Board, consisting of the Chair, the Immediate Past Chair, the Chair Elect, and no more than fourteen (14) Directors. In addition to other responsibilities set forth in these Bylaws, the Board, as a corporate body and not individually, shall:

- (a) Establish policies and goals to accomplish the mission and purpose of The Association as set forth in the Charter and directed by the Leadership Council;
- (b) Monitor the strategic planning process;
- (c) Monitor the financial affairs of The Association;
- (d) Monitor the programs and services of The Association;

- (e) Enhance The Association's public standing;
- (f) Ensure legal and ethical integrity and maintain accountability to the Leadership Council;
- (g) Ensure an external financial audit of The Association is performed annually;
- (h) Report to the Leadership Council at its semi-annual meetings; and
- (i) Employ the President and Chief Executive Officer.

### Section 3 The President and Chief Executive Officer

The President and Chief Executive Officer must be (i) an active Member of The Association and (ii) a graduate of Texas A&M University. The President and Chief Executive Officer shall implement the policies of the Board. The President and Chief Executive Officer shall be a non-voting member of (i) the Leadership Council; (ii) the Board; and, (iii) the Executive Committee; and (iv) the Nominating Committee.

### Section 4 The Executive Committee

The Executive Committee shall carry on the affairs of the Board between meetings and meet at the call of the Chair. The members of the Executive Committee are the Chair, the Immediate Past Chair, the Chair Elect and the President and Chief Executive Officer (non-voting).

### Section 5 The Chair of the Board

The Chair of the Board (the "Chair") shall (i) preside at all meetings of The Association, the Leadership Council and the Board; (ii) appoint committees of the Board; and (iii) perform such other duties as may pertain to the office.

The Chair may appoint up to thirty (30) non-voting Representatives at Large each year to serve for a three-year term. Representative persons appointed to this position can include any state or federal elected officials who are former students and other friends of Texas A&M or The Association. The Representatives at Large will serve as honorary ambassadors by being informed representatives of The Association of Former Students and Texas A&M University. The purpose of this provision is to allow the Chair to engage and utilize the services of former students and friends of Texas A&M University. Newly appointed Representatives at Large must be confirmed by the Executive Committee and communicated to the Board before the first Leadership Council meeting of the calendar year in which they are to serve.

### Section 6 The Chair Elect

The Chair Elect shall (i) in the absence of the Chair, perform the duties of the Chair; and (ii) perform such other duties as the Chair may request.

### Section 7 The Student Loan Fund Trustees

The Student Loan Fund Trustees shall have sole and distinct supervision of the handling and lending of funds acquired by The Association for loans to students attending Texas A&M University subject to such general policy as the Leadership Council may establish in conformity with the terms of any gifts or endowments. The Trustees are empowered to make rules and regulations for the proper conduct of student loan fund operations.

### Section 8 Vacancies

In the event of a vacancy in the office of the Chair, the Chair Elect shall perform the duties of the Chair until the next Leadership Council election. The Board may, by a majority vote of a quorum at any meeting, fill any other vacancy in elected offices until the next Leadership Council election.

## **ARTICLE III – NOMINATIONS AND ELECTIONS**

### Section 1 The Nominating Committee

No later than June 1 of each year, the Chair shall appoint the Nominating Committee. The names of the Nominating Committee will be published in the next issue of the *Texas Aggie* magazine and may also be distributed via general printed or electronic correspondence to The Association's membership with an invitation for recommendations for membership on the Leadership Council for the following year. Any Member of The Association may recommend the name of any other Member for consideration by the Nominating Committee.

The Immediate Past Chair shall serve as the chair of the Nominating Committee. The Nominating Committee may only nominate active Members. The Nominating Committee must deliver all nominations to the President and Chief Executive Officer no later than September 1 of each year.

### Section 2 Area Representatives and National Representatives

Any nomination for Area Representative or National Representative, other than those submitted by the Nominating Committee, must be made by written petition signed by not less than twenty-five (25) active Members and delivered to the President and Chief Executive Officer no later than thirty (30) days prior to the regular meeting of the Leadership Council where the election is to be held.

The names of all nominees for Area Representative and National Representative must be presented, in ballot format in the *Texas Aggie* magazine and may also be distributed electronically to The Association's membership no later than December 1 of each year. Each ballot must contain a provision for write-in votes. No Member may vote for an Area Representative or National Representative who resides outside of the Member's Area or National Area, as the case may be. Only current contributors to the Annual Fund may appear on the ballot and hold office. Each Member's ballot or written vote must be received by The Association no later than 5:00 p.m. Central Time on January 1 of each year. Each ballot must contain the Member's address and class year, if applicable. The President and Chief Executive Officer shall promptly notify the Representatives of their election. Vacancies in the office of any Area Representative or National Representative may be filled by the Chair to complete the unexpired term.

### Section 3 The Board

The Nominating Committee shall submit to the President and Chief Executive Officer a slate of nominees for Chair, Chair Elect, Immediate Past Chair, and no more than fourteen (14) active Members to serve as Directors.

The President and Chief Executive Officer shall submit the slate of nominees to the Leadership Council. The Board will be elected by a majority vote of the Leadership Council present at the regular meeting of the Leadership Council where the election is to be held.

Those elected shall serve one (1) calendar year term to take effect January 1. Except for the office of Chair or Chair Elect, any vacancy on the Board will be filled by vote of the remaining Directors.

### Section 4 Student Loan Fund Trustees

The Nominating Committee shall submit to the President and Chief Executive Officer a slate of up to five (5) nominees to serve as Student Loan Fund Trustees. Only current contributors to the Annual Fund may appear on the ballot and hold office as a Student Loan Fund Trustee.

The President and Chief Executive Officer shall submit the slate of nominees for Student Loan Fund Trustees to the Leadership Council. The Student Loan Fund Trustees will be elected by a majority vote of the Leadership Council present at the regular meeting of the Leadership Council where the election is to be held.

Those elected shall serve one (1) calendar year term to take effect January 1. Any vacancy among the Student Loan Fund Trustees will be filled by vote of the Board.

## **ARTICLE IV – MEETINGS**

### **Section 1 The Leadership Council**

- (a) The Leadership Council shall have two regular meetings each year in two (2) of the four (4) calendar year quarters. The Board will designate the date and place of each meeting. The President and Chief Executive Officer shall cause the Leadership Council to be notified of each date.
- (b) Special meetings of the Leadership Council may be called by (i) action of the Board; or (ii) by a petition signed by twenty-five (25) voting members (considering (i) each Class as one vote and (ii) the Student Loan Fund Trustees as one vote) of the Leadership Council and delivered to the Chair.
- (c) Club Presidents, Class Agents, Area Representatives, National Representatives and Constituent Networks may, by causing a written appointment to be delivered to the Chair or President and Chief Executive Officer before a meeting of the Leadership Council, designate a person to act as his or her proxy for such meeting. The proxy must be from the same Club, Class, Area, National Area, or Constituent Network, as the Leadership Council member appointing the proxy.
- (d) The members of the Leadership Council present at a regular meeting constitute a quorum. Twenty-five percent (25%) of the voting members of the Leadership Council constitute a quorum at a special meeting.
- (e) Each Class, irrespective of the number of Class Agents, has only one vote on the Leadership Council. Likewise, Student Loan Fund Trustees, irrespective of the number of such Trustees, have only one vote on the Leadership Council.

### **Section 2 The Board**

The Board shall meet four (4) times each year: one meeting per calendar year quarter at times and places as agreed by the Board. Special meetings may be called by (i) action of the Board; (ii) action of the Chair; or (iii) the delivery of a written request of at least three (3) Board members to the Chair. A quorum is a majority of the Board members.

## **ARTICLE V – COMMITTEES**

The Chair may designate one or more standing or special committees, as are necessary and which are not in conflict with other provisions of these Bylaws. The Chair shall prescribe the duties, membership and term of the committees. Membership on a special committee need not be limited to the Directors.

## **ARTICLE VI – OFFICIAL PUBLICATION**

The Association, under the direction of the President and Chief Executive Officer, shall publish the *Texas Aggie* magazine for the purpose of advancing the mission and goals of The Association. The Leadership Council, Board or President and Chief Executive Officer may prescribe additional circulation. In addition to printed format, the *Texas Aggie* magazine or its equivalent may be published in an electronic format.

## **ARTICLE VII – THE ANNUAL FUND**

- (a) The Annual Fund of The Association of Former Students is the official program for the solicitation of contributions for the operations of The Association and for the benefit of Texas A&M University. The President and Chief Executive Officer shall report to the Board on the status of the Annual fund.
- (b) Promotion and development of the Annual Fund shall be regarded as one of the major purposes and objectives of The Association.
- (c) The Annual Fund of The Association of Former Students shall be (i) governed by the Charter; (ii) these Bylaws; and (iii) appropriate sections of the Internal Revenue Code as amended.

## **ARTICLE VIII – A&M CLUBS**

Each regularly organized A&M Club that has a minimum of ten (10) Members and meets at least two (2) times each year shall be given a charter by The Association in accordance with rules and regulations prescribed by the Board and approved by the Leadership Council. The Association will not be responsible for the financial affairs of any Club. No Club will be responsible for any obligation of The Association.

## **ARTICLE IX – CONSTITUENT NETWORKS**

Each regularly organized Constituent Network shall be given a charter by The Association in accordance with rules and regulations prescribed by the Board and approved by the Leadership Council. The Association will not be responsible for the financial affairs of any Constituent Network. No Constituent Network will be responsible for any obligation of The Association.

## **ARTICLE X – AMENDMENTS**

These Bylaws may be amended by a two-thirds (2/3) vote of the members of the Leadership Council present at any regular semi-annual meeting or any special meeting called for the purpose of amendment, provided notice of such proposed changes or amendments has been mailed in writing to each member of the Leadership Council at least thirty (30) days prior to the meeting.

## **ARTICLE XI – SUSPENSION**

These Bylaws may be suspended by a four-fifths (4/5) vote of the Leadership Council at a regular stated meeting in which at least twenty-five percent (25%) of the Leadership Council voting membership is present.

## **ARTICLE XII – INDEMNIFICATION**

The Board may authorize the payment of expenses incurred by, or may satisfy a judgment or fine levied against a present or former Director, officer, agent or employee of The Association in any action brought by a third party against that person (whether or not The Association is joined as a party to the action). For the purposes of this Article, an agent includes one who is or was serving at The Association's request as a Director, officer or trustee in any trust, employee benefit plan, or other enterprise. The third party action must be for a liability or penalty resulting from an act alleged to have been committed by the person to be indemnified while that person was a Director, officer, employee or agent of The Association. Payment under this paragraph may also be made to a person for amounts paid and expenses reasonably incurred in settling any such action or threatened action or for expenses incurred in connection with the person's appearance as a witness or participant in such a proceeding. To make payment under this paragraph, the Board must determine in good faith that the person was acting in good faith within what he or she reasonably believed to be the scope of their authority, and for a purpose that he or she reasonably believed to be in the best interest of The Association.

## **ARTICLE XIII - REMOVAL FROM OFFICE**

The Board may, by majority vote at any regular or special meeting, remove any Member from the position to which he or she has been elected according to these Bylaws upon the occurrence of any of the following events discovered during the Member's term of office:

- (1) Commission of an act constituting in the judgment of the Board a (i) dishonest or other act of material misconduct; (ii) fraudulent act; (iii) felony under the laws of Texas or the United States; or
- (2) Inability of the person to perform duties, regardless of the reason, whether injury, illness, or otherwise, which results in incapacity and, in the judgment of the Board, an inability to complete the term to which the person was elected or appointed.

Regardless of the above, however, any officer elected or appointed by the Board may be removed at any time by the Board for any reason deemed sufficient by the Board for such removal by an affirmative vote of a majority of the Directors.

#### **ARTICLE XIV – ROBERT’S RULES OF ORDER**

The rules contained in *The New Robert’s Rules of Order* (latest edition) shall govern the organization in all cases to which they are applicable (Board of Directors and the Leadership Council) and in which they are not inconsistent with these Bylaws and the Charter of this organization.