

AMENDED AND RESTATED BYLAWS OF THE NATIONAL CAPITAL TEXAS A&M CLUB

May 1, 2013

ARTICLE I: Name

The name of this nonprofit organization shall be the National Capital Texas A&M Club.

ARTICLE II: Charter

The National Capital Texas A&M Club (the "Club") shall not be financially obligated to or by the Association of Former Students nor shall the Association in any way be obligated or responsible for the financial affairs of the Club.

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 be distributed to such organizations the Board of Directors select as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended.

ARTICLE III: Purpose

The purposes of the Club are to:

- Serve as the focal point for and promote kinship among former students of Texas A&M University and their families in Washington, D.C. and adjacent areas,
- Establish and maintain scholarships for worthy students to attend the University
- Assist the community, the University and the Association of Former Students in any worthy undertaking to the best of its ability as a Club and as individual former students.

ARTICLE IV: Membership

Section 1/Regular Members:

Any person of Washington, D.C. and adjacent areas who at one time was enrolled in any of the regular courses of Texas A&M University or who has received a degree from the university shall be eligible for regular membership in the Club. Regular members shall have the right to vote for officers and directors of the club and to hold office.

Section 3/Lifetime Members:

Any regular member of the Club who has rendered outstanding service to the Club, may, with the unanimous approval of the Board of Directors, be elected a Lifetime member. This position is designed to be the highest honor that can be given by this Club. Lifetime members shall have all the privileges of membership, including the right to vote and hold office. Lifetime members are exempt from payment of membership dues. Newly selected Lifetime Members will be announced at the Annual Business meeting.

Section 4/Dues:

Receipt of periodic dues may be a prerequisite for regular membership and be in good standing with the Club. The amount of dues and frequency of its collection shall be at the discretion of the Board of Directors. The Club's membership year runs from May 1st to April 30th.

ARTICLE V: Officers and Board of Directors

Section 1/Officers:

The officers of the Club shall consist of:

1. President
2. First Vice President
3. Vice President - Activities
4. Vice President - Finance
5. Vice President – Outreach
6. Vice President—Development
7. Vice President – Communications

Section 2/Duties of the Officers:

President: The President is the Chairperson of the Board and presides at all meetings of the Club, the Board of Directors, and Executive Committee. Appoints all committees (except nominating committee) and serves as ex-officio member of all committees. The President also acts as liaison with the Association of Former Students. The President is responsible for providing to the Board of Directors and the Membership an annual report at the conclusion of each term. The annual report should be presented to the Board of Directors at his/her first Board Meeting as Immediate Past President, and provided to the Membership through the website. The NCTAMC President also appoints the President of the National Capital Texas A&M Club Endowment Inc., (the “Endowment”) and together with the President of the Endowment appoints the Secretary, Treasurer, and three members of the Board of Directors of the Endowment, all pursuant to the provisions of the Endowment’s bylaws.

First Vice President: Presides at meetings in the absence of the President. Serves on the Executive Committee. Assists the President as needed. Title may be concurrent with another officer position. Acts as the primary point of contact with affiliated DC alumni groups and other local Texas based associations.

Vice President - Activities: Oversees the planning and execution of the Club’s activities and programs. Provides recommendations to the President for the appointment of chairpersons of Aggie Muster, the Annual Barbeque and other activity committees as needed.

Vice President - Finance: Serves as treasurer of the Club, including responsibility for the maintenance of the Club’s bank and financial accounts. Chairs the Finance Committee. Serves as Vice Chairperson of the Scholarship Committee. Oversees development of the annual Club budget. Creates and presents quarterly financial reports to the Board of Directors. Each quarterly financial report shall include a statement of financial position (balance sheet), a statement of activities (profit and loss statement), and a statement of cash flows. Collects dues, as required.

Vice President - Outreach: Chairs the Scholarship Committee. Represents the Club in matters pertaining to the continuing relationship with the University. This Vice President serves as the liaison for the Aggie interns, both ANRP and PPIP programs, and develops networking events for engaging the interns during their stay in DC. This Vice President will be responsible for the Developing Connections Aggie Program or the DCAP, which pairs interns with established Aggies in the community each semester. They will also serve as the liaison between the Bush School alumni club and the NCTAMC.

Vice President-Development: Seeks to expand club resources and our footprint in the community. Works with the Board and officer team to develop a comprehensive NCTAMC development plan. This Vice President looks for new ways to reach out to Aggies in the community and include them in any and all club activities.

Section 3/Terms of Office for Officers:

All officers, with the exception of the Club President, shall serve for a term of 1 year although nothing in this section shall prohibit an individual from serving more than one consecutive term. The Club President will serve a term of 2 years.

Section 4/Board of Directors:

The Board of Directors shall consist of up to seventeen (17) members. Seven (7) of these directors will consist of the duly elected officers of the Club; the immediate past president, and not more than nine (9) are the duly elected Directors of the Club. The immediate past president shall serve until replaced by the successor past president.

Section 5/Responsibility of Directors:

Provide overall guidelines for the Club and overall governance of the Club. Attend all meetings of the Board of Directors.

Section 6/Term of Office of Directors:

The directors who are not officers shall be elected for staggered terms, 3 years in length, with three (3) vacancies being filled each year.

Section 7/Method of Nomination:

Each year, but not later than 60 days before the beginning of the next membership year, the Executive Committee **shall act as or appoint an ad hoc nominating committee** to prepare a slate of officers and directors for the following year. The nominating committee will report to the Board of Directors not later than 30 days before the beginning of the next membership year. Only one (1) person will be placed on the ballot for each vacancy, but provision will be made on the ballot for write-in candidates.

Section 8/Method of Election:

The Officers and Directors shall be elected by membership ballot **prior the beginning of the next membership year**. They will assume office at the **beginning of the next membership year** following the election. The chairperson of the nominating committee, in conjunction with the Vice President - Membership and Board Secretary, will ensure that ballots are prepared and mailed or e-mailed to each club member no later than 30 days prior to the annual business meeting and shall be responsible for tabulating the ballots and notifying the President of the results.

Section 9/Filling of Vacancies:

With the exception of the Office of President and First Vice President, if a vacancy occurs in the 90 day period **prior the beginning of the next membership year**, the vacancy will not be filled. If a vacancy occurs among the Officers or Directors more than 90 days before the annual business meeting, the vacancy shall be filled in the following manner:

Directors other than Officers: The President, with the approval of two-thirds vote of the Board of Directors, shall appoint a successor to serve until the next election. The individual elected at the next

election will serve the balance of the term of the director who created the vacancy.

Officers Other Than the President or First Vice President: The President, with approval of two-thirds vote of the Board of Directors, shall appoint a successor to serve until the next election.

Immediate Past President: In the event that the office of Immediate Past President becomes vacant, this position will not be filled until the normal succession of the President.

President: If the office of the President becomes vacant, the First Vice President shall immediately assume this position and will serve until the next regular election. This does not preclude the individual from running for the office of President in the next election.

First Vice President: If the office of the First Vice President becomes vacant, the Board of Directors, by a two-thirds vote, may decide to fill the vacant position. If the Board decides to fill the position, the **Executive Committee** shall provide the Board of Directors with a recommendation of a person to serve as First Vice President. Upon approval of two-thirds vote of the Board of Directors, this person will serve as First Vice President until the next election.

Board of Directors: If any Board member should submit their resignation, a nominee will be selected by members of the Executive Committee and voted on at the next meeting of the Board of Directors.

ARTICLE VI

Meetings

Section 1/Club Meetings:

Membership meetings of the Club shall be held at Aggie Muster, and at other times and places designated by the Board. **An annual business meeting should be held at, or soon after, Muster.**

Section 2/Aggie Muster:

The annual Muster of the Club will be held on or near April 21. A report of the Muster held will be made to the Association of Former Students by the Aggie Muster Chairperson with full details of the function. The Muster chair will be in charge of coordinating a wreath laying ceremony at the Tomb of the Unknown Soldier at Arlington National Cemetery each year.

Section 3/Meetings of Officers and Directors:

Meetings of the officers and/or directors may be called at any time by the President or the Executive Committee. These meetings will be in addition to or in lieu of any regularly scheduled meetings.

Section 4/Regular Meetings of the Board of Directors:

The Board of Directors shall have at least four (4) meetings each year. The President shall designate one of these meetings to present and review the overall plans and policies of the Club. A majority of the directors in office shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required elsewhere in these Bylaws.

Section 5/ Action without Meeting:

Any action required to be taken at a meeting of the Directors of the Club, or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a dated consent or consents in writing, setting forth the action so taken, shall be signed by all of the Directors. An electronic submission, such as an email, signifying a director's consent to an act to be taken shall be deemed to be a signed and dated written consent for purposes of this section. Such consent or consents shall have the same force and effect as a unanimous vote.

ARTICLE VII

Committees

Section 1/Appointment:

The President shall appoint standing committees and such other committees as may become necessary.

Section 2/Executive Committee:

The Executive Committee shall consist of the President, First Vice President, Vice President - Finance, and two members of the Board of Directors. The two members of the Board shall be chosen as follows: one by the Board and the other by the President. The Executive Committee shall meet at any time, and shall guide the annual activities of the Club. In instances where a meeting of all Directors is impractical, the Executive Committee may take action on its own, subject to the responsibility of the Executive Committee to make a full report of such actions via email to all members of the Board of Directors as soon as possible and at the next meeting of the Board of Directors; and further subject to the limitation that the Executive Committee may not spend funds in excess of **\$2000.00** without Board approval.

Section 3/Scholarship Committee:

This committee, under the chair of the Vice President – Student Development, will conduct a program to solicit , receive and review scholarship applications. At the conclusion of the application deadline, the Vice President-Student Development and the President of the Endowment call a joint meeting of the Club's Scholarship Committee and the Endowment's Board of Directors to discuss, evaluate, and vote on the scholarships to be awarded. The timing of the application process and selection of scholarship recipients should be consistent with the provisions of the 2012 Gift Agreement executed by the Endowment and the Association of Formers Students. The Vice President- Finance serves as the Vice Chairperson of the Scholarship Committee.

Section 4/Finance Committee:

The Finance Committee shall be comprised of the Executive Committee plus the Vice President - Activities. The committee will prepare an annual budget and present it to the Board of Directors for approval before the start of the Club's fiscal year. The Club's fiscal year will run from January 1- December 31.

ARTICLE VIII

Advisory Council

The Board of Directors may choose an unlimited number of individuals to serve as an advisory council to the board and executive committee. Individuals selected to this advisory council must otherwise qualify for club membership. Although not subject to the Club's formal nomination and election process, these individuals must be approved by the Board of Directors and serve terms that expire annually on the date of the Club's annual business meeting.

ARTICLE IX

Amendments

Section 1/Vote by Board:

The Bylaws of this Club may be amended or changed by a three-quarters vote of the elected Board of Directors.

Section 2/Vote by Membership:

The Bylaws of this Club may be amended or changed by a two-thirds vote of the members present at the next regular membership meeting after the motion was originally made and the Board of Directors has approved such changes by a majority vote.