

Harris County Aggie Moms' Club  
Supporting students and student organizations at Texas A&M University. □

## CONSTITUTION AND BYLAWS THE NORTHWEST HARRIS COUNTY TEXAS A&M UNIVERSITY MOTHERS' CLUB

### **Article I - Name**

The name of the club shall be THE NORTHWEST HARRIS COUNTY TEXAS A&M UNIVERSITY MOTHERS' CLUB (the "Club"), in membership with the Federation of Texas A&M University Mothers' Clubs (the "Federation").

### **Article II - Purpose**

The purpose of this Club shall be to promote Texas A&M University; to contribute to the welfare and happiness of our students attending Texas A&M University; and to provide a support unit for mothers, stepmothers, or guardians of students and Former Students of Texas A&M University. This Club is organized exclusively for charitable and educational purposes, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding section of any future federal tax code.

### **Article III – Membership and Dues**

Section 1 - Active membership in this Club shall be open to mothers, stepmothers, and guardians of any current or former student of Texas A&M University. "Active" member or membership and "active member in good standing" shall mean that the member upholds and supports the constitution and bylaws of the Club and has paid dues in full for the current period.

Subsection A - Ring of Honor membership in this Club shall be any mother, stepmother or guardian of a graduate of Texas A&M University and who does not have a student currently enrolled at Texas A&M University.

Section 2 - Annual dues for active membership in the Club shall be set by the Executive Board, approved by the Club. Dues and fees assessed by the Federation will be paid for each member by the Club.

Section 3 - Associate Membership in this Club is for any person who do not qualify under the regular membership rules (See Article III, Section 1). Associate members must uphold and support the constitution and bylaws of the Club.

Section 4 - Annual dues for Associate Membership in this Club shall be set by the Executive Board, approved by the Club. Associate Members shall not have voting privileges and shall not be allowed to hold executive board positions.

Section 5 - Any member who is active and otherwise in good standing, may be reinstated upon payment of dues.

#### **Article IV - Meetings**

Section 1 - Regular Club business meetings shall be held the second Tuesday of each month, August through May. The Executive Board shall have the power to change the date, time, and place of the regular meeting of the Club, if necessary. Issues which require a Club membership vote shall be passed by a plurality vote of active members present and voting, provided that a quorum is present. Vote may be by voice or show of hands. The right to vote shall be vested in active members.

Section 2 - Ten percent of the active membership of the Club shall constitute a quorum.

Section 3 - Special meetings may be called by the President, the Executive Board, or by ten (10) active members. The call must state the business to be transacted, and no business shall be transacted, except that stated in the call. If the Special Called Meeting is initiated by the 10 active members, then the membership must receive written notification via Email or first-class U. S. Mail.

#### **Article V – Executive Board**

Section 1 - The Executive Board shall be composed of elected officers plus the Parliamentarian, and any active Club member elected to office in the Federation. All Executive Board members must be active members in good standing. All elected officers are eligible to vote at Executive Board meetings. A majority of voting members shall constitute a quorum.

Section 2 - Executive Board meetings may be held in person or by digital communication method, per the most current edition of Roberts Rules of Order. Executive Board shall transact the business of the Club between meetings, including voting, provided the number of responses represents a quorum.

Section 3 - For each position on the Executive Board, there shall be one vote. In the event that two people share a job, one shall be designated the Chair and the other the Co-Chair. The Co-Chair may vote only in the absence of the Chair.

Section 4 - Each outgoing board member shall prepare a report of activities and present them to their replacement at the June Executive board meeting. Each board member and each committee chairman shall submit to the Treasurer by March 1, anticipated expenses for budgetary purposes.

Section 5 - Any Executive Board member who is absent from three consecutive Executive Board meetings may be deemed to have resigned her position by affirmative vote of the Executive Board. A board member may request special consideration for extenuating circumstances by written or electronic petition to the Board. If a Board member is deemed as not fulfilling the responsibilities of her position, the President and two other members of the Executive Board shall meet with Board member in question to develop a 30 day plan of action. If the plan is not carried out, the Board member may be removed from the position. In the case of any Board member vacancies, a special election may be held to fill the position.

Section 6 - The process of allocation of funds for year-end spending shall be determined by the Executive Board. Participation in the allocation of funds at the end of the year with regard to funds submitted to the University and recognized University organizations and programs shall include the general membership, the Executive Board, and the appointed event chairs.

## **Article VI – Nominations and Elections**

Section 1 - The Nominating Committee shall be composed of at least three but not more than five active members, one of whom should be the Vice President at Large. The current President and the current President-Elect shall not be members of this committee. The Nominating Committee shall appoint one of their members to chair the Nominating Committee. The Executive Board shall approve procedures by which the Nominating Committee is chosen. No member shall be eligible to serve on the Nominating Committee two years in succession. The Nominating Committee shall be established no later than January 31. The term of the Nominating Committee shall be from February 1 to January 31 of the following year.

Subsection A - The Nominating Committee shall announce candidates for each office at the March meeting. Elections are held in April. The Nominating Committee must make every effort to present a full slate of officers. However, nominations for an unfilled office may be presented in subsequent months by the Nominating Committee to the Executive Board for presentation and approval by the Club at the next general meeting of the Club.

Section 2 - All nominees, whether nominated by the Nominating Committee or by floor nomination, must be active members in good standing and must have agreed to serve if elected and satisfy any prerequisites for that position.

Section 3 - Nominations, in addition to those presented by the Nominating Committee, may be made from the floor by any active member at the April meeting. Such floor nominee's verbal or written agreement must be presented to the Secretary after the nomination from the floor.

Section 4- Officers shall be elected at the April meeting to serve for one year or until succeeded by a duly elected successor to that office. Duties of office shall be assumed on June 1.

Section 5 - Officers shall be elected by plurality vote of active members present and voting, provided that a quorum is present. If there is more than one nominee for an office, the election for that office shall be held immediately by written ballot. Otherwise, the vote may be by voice or show of hands.

Section 6 - The right to vote shall be vested in active members in good standing.

Section 7 - If a vacancy should occur in any elected office, the President shall appoint a person to fill the unexpired term. The appointment must then be approved by the Executive Board and ratified by the active membership at the next regular meeting.

## **Article VII – Officers and Duties**

Section 1 - The officers of this Club shall be the President, President-Elect, Vice President at Large (who shall be the immediate Past President), five Vice Presidents, Secretary, Treasurer, and Scholarship Chair. The officers automatically advanced are the current President to Vice President at Large, the current President-Elect to President, and Treasurer Elect to Treasurer. The remaining officers are elected for a term of one year. All officers whether elected or advanced shall serve until succeeded by a duly elected successor. The desired prerequisite for President shall be two consecutive elected positions on the Executive Board, one of which may be President-Elect, and currently serving on the Executive Board.

Subsection A - The President shall preside at all meetings; shall appoint all committee chairmen and special committees, as needed; shall act as ex-officio member of all committees, except the Nominating Committee and Audit Committee. The President shall represent the Club at the fall, winter, and spring Federation meetings and the District meeting. The President shall perform such other duties as pertain to the office; shall furnish each Executive Board Member a specification of duties as defined in the Bylaws; and shall give to the new President any past presidents' records and the outgoing year's record by the first board meeting in June. The President has authority to execute written contracts on behalf of the Club with the approval of the Executive Board. She shall be certain that all reports, due annually to the Federation, are filed on time.

Subsection B - The President-Elect position should be filled to ensure the Club leadership continuity. She should attend all board meetings and assist in committee and special projects. The President-Elect will become familiar with all activities pertaining to the office of the President and share primary responsibilities with the President for service as Club representative as requested by the President. Reporting to the President Elect shall be the committee chairs for hospitality and care packages.

Subsection i - Hospitality Committee Chair and shall be responsible for refreshments at the regular general meetings and any other Club functions as needed.

Subsection ii- The Care Package Committee Chair shall organize and put together Care Packages that are offered for purchase. Care Packages may be offered for both the fall and spring semesters as determined by the Chairman.

Subsection iii – The Social Committee Chair shall organize social activities as directed by the president elect

Subsection C - The Vice President at Large shall assist any officer or chairman when needed and shall fill any vacancy occurring on the Executive Board until said vacancy is filled. The Vice President at Large shall serve as a member of the Nominating Committee.

Subsection D - The First Vice President shall be Chairman-Membership Committee and shall secure from Texas A&M University the names of students from the Northwest Harris County area and solicit membership of mothers, stepmothers, or guardians of students. The Chairman t will maintain a current roster of paid members. The Chairman shall also assist with Federation reporting.

Subsection E - The Second Vice President shall be Chairman-Program Committee and shall make arrangements for and have charge of all programs for the general meeting of the Club. She may host guest speakers prior to the meeting.

Subsection F - The Third Vice President shall be Chairman-Boutique Committee. These duties include coordinating any boutique activity sponsored by the Federation and other events as determined by the executive board, including boutiques at Club meetings.

Subsection G - The Fourth Vice President shall be the Chairman- Events Chairman who shall be the Executive Board liaison for event chairs and responsible for budgeting, oversight, event process and coordination. Reporting to the Chairman shall be the Committee Chairs for the Fall Fundraiser, Spring Fundraiser and other event chairs or committee members.

Subsection i -The Fall Fundraiser Committee Chair shall organize and execute a yearly fundraiser. Details of the event will be determined by the Chairman and her committee, with approval of the Executive Board.

Subsection ii - The Spring Fundraiser Committee Chair shall organize and execute a yearly fundraiser. Details of the event will be determined by the Chairman and her committee, with approval of the Executive Board.

Subsection H - The Fifth Vice President shall be the Chairman - Communications who shall be responsible for regularly notifying members of meetings and other information regarding Club functions. Communications may consist of telephone and email notices and maintenance of the Club website. And shall furnish for publication of items of general interest concerning the club and its various activities. Shall handle all correspondence from the Executive Board to the Club members and any other correspondence as requested by the President.

Subsection i – Social Media Chair- overseeing site membership and posting content on all club social media sites.

Subsection I - The Secretary shall keep the minutes of the Executive Board meetings and any general meeting as needed. The Secretary shall have charge of all such

records and shall file all officers' annual reports with the current year's minutes. Copies shall be sent to the Texas A&M University Cushing Library for archival purposes.

Subsection J - The Treasurer shall collect and deposit all dues, boutique proceeds, and other monies from fundraising events. She must present monthly and annual reports of all receipts and disbursements at both the Executive Board meetings and general meetings. The Treasurer, the President and such other board member designated by the board have the authority to write checks and expend money for the Club as instructed by the Executive Board. She shall prepare and submit a yearly budget for approval by the Executive Board that must be ratified by the active general membership. She must submit all records yearly for audit. The Treasurer shall be the Chairman of the Finance Committee and shall act as the compliance officer for the Club in regard to all federal, state, and local filings. In addition, the treasurer shall oversee the Endowed Scholarship funds and serve as the liaison between the University, the Executive Board, and the Texas A&M Foundation. In addition, the Treasurer shall maintain records of all financial activity of the Endowment with the Foundation regarding all Endowment deposits and distributions. The Treasurers' term of office may be two years but under no circumstances be more than three years.

Subsection i – Treasurer Elect will become familiar with the duties pertaining to the office of treasurer and share responsibilities as designated by the treasurer.

Subsection K - The Scholarship Chairman, who shall be a Ring of Honor Mom, shall oversee the scholarship selection process and serve as the liaison between the selection committee and the executive board.

Section 2 - The Vice Presidents shall preside in the absence of the President, in the order named, and shall perform such other duties as are necessary during the absence of the President.

## ARTICLE VIII - COMMITTEES AND DUTIES

Section 1 - The President may appoint the following positions, with the approval of the Executive Board: Fall Fundraiser Chair, Care Packages Chair, Spring Fundraiser Chair, Historian, Audit Chair, Parliamentarian, and any other positions or committee chairmen deemed necessary. Each committee chairman may appoint a committee to aid in the duties of that office, if necessary, and shall also report to the Executive Board directly or through its liaison as necessary or as requested. Each committee chairman shall keep records of their activities and present them to their replacement to ensure a seamless transition at the June Executive Board Meeting. Committee chairs are not required but are encouraged to attend Executive Board meetings and shall have no vote on the Executive Board

Section 2 - The Finance Committee is organized and chaired by the Treasurer. The committee shall include the President, the President-Elect, and at least three active Club members at large. The duties of this committee are to establish a budget from which to manage the Club's funds for the upcoming year, set specific funding goals for the year, review contracts, compliance, and

risk management. The proposed budget and funding goals shall be presented to the Executive Board at the April Board meeting, with final approval by the board and general membership no later than the May General meeting.

Section 3 - The Scholarship Committee is organized and appointed by the Scholarship Chairman. The Scholarship Committee shall consist of the Scholarship Chairman and at least three active club members who are members of the Ring of Honor Moms. The Scholarship Selection Committee Chair shall present the scholarship recipient names to the Executive Board either directly or through the committee's liaison, the Scholarship Chairman, by March 15 and to the general membership at the April meeting. The Executive Board will set the criteria, process, and guidelines for the Scholarship Committee to follow.

Section 4 - Duties of Committee Chairs or positions not previously defined herein:

Subsection A - The Historian should attend all Club meetings and functions to take photographs to prepare an historical scrapbook of the Club, an electronic copy of which should be sent to the Federation archives along with the Secretary's minutes. This pictorial history is to be presented to the outgoing President by September 1.

Subsection B - The Audit Committee shall consist of three active Club members at large. The purpose of the committee shall be to audit the Club's financial books as presented by the Treasurer. Both the outgoing and incoming Treasurers shall attend the Audit Committee meeting. The incoming treasurer shall act as the audit chair. If there is no incoming treasurer, then the president will appoint an audit chair. All books shall close by May 31 annually with books to be audited no later than June 20 annually. The current President should also attend this meeting for informational purposes.

Subsection C - The Parliamentarian shall advise upon points of order when called upon by the presiding officer. The Parliamentarian shall maintain, at each Executive Board meeting and at each general meeting, a copy of the current bylaws. They are also responsible for determining that a quorum exists in the event of a vote.

Subsection D – Removal from Office of any Elected Board Member. The Board may, by a majority vote at any regular or special meeting, remove any Member from the position to which 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:

Subsection i - Commission of an act constituting in the judgement of the Board a

1. dishonest or other act of material misconduct
2. fraudulent act
3. felony under the laws of Texas or the United States; or

Subsection ii - inability of the person to perform duties, regardless of the reason, whether injury, illness or otherwise, which results in incapacity and, in the judgement of the Board, an inability to complete the term to which the person was elected or appointed.

Subsection iii - 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 Board members.

#### **ARTICLE IX - PARLIAMENTARY AUTHORITY**

The herein Constitution and Bylaws shall govern this Club. The Club's Bylaws shall be consistent with the practices of the Federation. Any rules not directly covered in these Bylaws shall be governed by the current edition of Robert's Rules of Order, Newly Revised.

#### **ARTICLE X - AMENDMENTS**

Bylaws and Guidelines of this Club may be amended at any regular meeting by a two-thirds vote of the active members present and voting, provided that a quorum is present. Written notice of the proposed changes must have been filed with the Secretary and read at the previous meeting or published in the newsletter, either electronic or printed, prior to the regular meeting at which they are proposed. Bylaws may also be amended by the unanimous vote of the body without the formality of previous notice, provided that a quorum is present.

#### **ARTICLE XI - RESTRICTION CLAUSE**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in these articles. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c)(3) or the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law).

#### **ARTICLE XII - DISSOLUTION**

Upon the dissolution of the organization, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purpose of the organization in such manner, or to such organization organized and operated exclusively for charitable and education purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so



disposed of shall be disposed by the District Court in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

- Adopted November 30, 1987: Executive Board, Cheryl Varvil, Parliamentarian
- Revised May 10, 1993.
- Revised November 14, 2001: Executive Board, Linda Litton, Parliamentarian
- Revised March 6, 2001: Executive Board, Linda Litton, Parliamentarian
- Revised October 9, 2001: Executive Board, Page Whitley, Parliamentarian
- Revised March 19, 2002: Executive Board, Page Whitley, Parliamentarian
- Revised Sept. 10, 2002: Executive Board, Page Whitley, Parliamentarian
- Revised April 12, 2005: Executive Board, Page Whitley, Parliamentarian
- Revised April 3, 2007: Executive Board, Debbie Panzica, Parliamentarian, approved by the Club's active membership on April 10, 2007. Modifications to these Bylaws in Articles VII - Officers and Duties (Section 1 subsections A-a) and Article VIII-Committees and Duties are effective June 1, 2007. Modifications to Article VII Section 1 (other than to subsections A-a) and all other modifications are effective as of the date approved by the active Club Membership.
- Revised April 2011: Executive Board, Susan Canon, Parliamentarian, and approved by the club's active membership on April 12, 2011. Modifications to these Bylaws in Article V, Section 4, Article VII, Subsections c, n, and o; Article VIII, Section 1, Article VIII, subsections c and f.
- Revised April 2017: Executive Board, Kim Lindenfeld, Parliamentarian, and approved by the club's active membership on May 9, 2017. Modifications to Article III, Article V, Article VII, Article VIII, and Article X.
- Revised April 2022: Executive Board, Martha Vehlewald, President Elect and approved by the club's active membership on April 12th, 2022. Effective June 1, 2022. Modifications to: Articles III, IV, V, VI, VII, VIII