

**CONSTITUTION AND BYLAWS
OF 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.

Section 2 - Associate Membership in this Club is for any person who does 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 3 - 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 4 - Annual dues shall be set by the board of directors and approved by the club. Dues shall be submitted by each member to the club on or before the determined deadline. Dues may be different for each type of membership. Dues and fees assessed by the Federation will be paid for each member by the Club.

Subsection A - Active membership shall have voting privileges and allowed to hold executive positions.

Subsection B - Associate membership shall not have voting privileges and shall not be allowed to hold executive board positions. An Associate Member shall not be eligible to serve as a delegate to a Federation business meeting.

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

Section 6 - Request for Resignation-The Club retains the right to deny/revoke membership to anyone who misrepresents, makes false claims, is negligible or acts in any way the negatively impacts the Club.

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 majority 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 only. Associate members do not have voting privileges.

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 President, President-Elect, Vice President at Large (who shall be the immediate Past President unless unavailable then succession of past presidents in order of most recent shall fulfill), six Vice Presidents, Secretary, and Treasurer, 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 Executive Board voting members shall constitute a quorum.

Subsection A - 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 B: All hold voting privileges.

Section 2 - Executive Board meetings may be held in person or by digital communication method providing all members can simultaneously hear each other and participate during the meeting, according to 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. If 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 chair shall submit to the Treasurer by March 1, anticipated expenses for budgetary purposes for the next school year.

Section 5 - The Executive Board shall perform other financial and administrative duties that may be dictated by the membership established in these bylaws, or as required by Texas statutes.

Section 6 - A budget for each fiscal year shall be adopted by the board of directors and shall be the guide for the fiscal management of the Club to include but not limited to specific funding goals for the year, review contracts, and ensure we are following any rules or regulations from the Federation or Texas law. The finance committee shall be composed of the Treasurer, President, President-Elect, and at least three active club members at large.

Section 7 - 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 preferably with accounting knowledge. All books shall close by May 31 annually with books to be audited no later than June 20 annually. The newly elected President for the upcoming year should also attend this meeting for informational purposes.

Section 8 - Federal and state tax returns shall be filed annually or as otherwise required.

Section 9 - Insurance shall be maintained by the Club and protects the Club against financial loss because of a crime and the Club officers against personal losses and personal liability if they are sued as a result of serving as a Club officer.

Section 10 - Any Executive Board member who is absent from three consecutive Executive Board meetings may be deemed to have resigned from 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 the 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.

Subsection A - 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.

Section 11 - The process of allocation of operations and charitable 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.

Section 12 - The President-Elect shall preside in the absence of the President, then if unavailable the Vice Presidents in the order named, and shall perform such other duties as are necessary during the absence of the President.

Section 13 - 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.

Subsection A - Each committee chair 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.

Subsection B - Each committee chair shall keep records of their activities and present them to their replacement to ensure a seamless transition at the June Executive Board Meeting.

Subsection C - Committee chairs are not required but are encouraged to attend Executive Board meetings and shall have no vote on the Executive Board

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 for 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 majority 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 - 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 VIII - AMENDMENTS

Bylaws 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 needs to have been filed with the Secretary and read at the previous meeting, published in the newsletter, either electronic or printed, or sent in membership distribution email 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 IX - 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 X - 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 111, 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.

- Revised May 2026: Executive Board, Amy Cornell, President Elect and approved by club's active membership on May 12, 2026. Effective June 1, 2026. Modifications to Articles III, V, VI, VIII.