

BYLAWS OF
THE FEDERATION OF TEXAS A&M UNIVERSITY MOTHERS' CLUBS

Article I - Name

The name of this organization shall be the "Federation of Texas A&M University Mothers' Clubs" (the "Federation").

Article II - Purpose

By individual and united effort to contribute in every way to the comfort and welfare of the students, and to cooperate with Texas A&M University in maintaining a high standard of moral conduct and intellectual attainment. Said organization is organized exclusively for charitable and educational purposes, including for such purpose the making of distributions to organizations that qualify as exempt 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).

Article III - Membership

Section 1: A Federation club is any Mothers' club whose active membership consists of mothers, stepmothers or guardians of students or former students of Texas A&M University, provided the constitution and bylaws of this club are in harmony with the bylaws of the Federation.

Section 2: An Active Member is a mother, stepmother or guardian of a current or former student of Texas A&M University provided the member has paid current dues and upholds and supports the constitution and bylaws of the Federation club and the bylaws of the Federation. An Active Member is eligible to hold a Federation office per Federation bylaws.

Section 3: An Associate Member is a person other than a mother, stepmother or guardian of current or former students of Texas A&M University, provided that the Federation club's constitution and bylaws permit associate membership which may be defined according to the club's requirements. The Associate Member shall uphold and support the constitution and bylaws of the Federation club and the bylaws of the Federation. An Associate Member is not eligible to hold a Federation office per Federation bylaws.

Section 4: Individuals who live in an area not served by an active Federation of Texas A&M University Mothers' Clubs club are eligible to be adopted by a Federation club (Adopt-a-Mom Program), provided the member upholds and supports the constitution and bylaws of the member club and the bylaws of this organization.

Section 5: The spouse of the President of Texas A&M University shall be an Honorary President of this organization. The Honorary President shall have none of the obligations of membership in the Federation, but shall be entitled to all of the privileges except those of making motions, of voting, and of holding office.

Section 6: The spouse of the Chancellor of the Texas A&M University System shall be an Honorary Member of this organization. An Honorary Member shall have none of the obligations of membership in the Federation, but shall be entitled to all of the privileges except those of making motions, of voting, and of holding office.

Section 7: Other honorary memberships shall be considered a rare honor and may be awarded to someone who provides significant, special, or extraordinary service or support to this organization as determined by a majority vote of the board. This honor shall be conferred on an annual basis. An Honorary Member shall have none of the obligations of membership in the Federation, but shall be entitled to all of the privileges except those of making motions, of voting, and of holding office.

Article IV - Meetings

Section 1: The business meetings of this organization shall be held as follows (unless otherwise ordered by the Executive Board). The Fall business meeting should be held on the Saturday preceding the first day of the Fall semester classes. The Winter business meeting should be held on the Saturday following the first day of the Spring semester classes. The Spring business meetings shall be held on the Friday and Saturday of Family Weekend. The meetings are to be held on the campus of Texas A&M University, College Station, unless special circumstances arise as determined by the board which may require an alternate location

Section 2: The Executive Board shall meet the date immediately preceding the business meetings indicated in Section 1. The date of the Executive Board Workshop shall be set at the discretion of the President. All officers are expected to attend these scheduled meetings. The President has the authority to call additional Executive Board meetings as deemed necessary. Said meetings may be in person or by digital communication method, per the current edition of *Robert's Rules of Order Newly Revised*.

Article V - Dues and Fees

Section 1: Payment of Dues and Fees – All clubs are required to submit dues and fees by February 1st of each year as follows:

- a. Membership dues are based on paid membership at the rate of \$2.00 per active member.
- b. A one-time Archive start-up fee is based on the number of voting delegates times \$10.00. This is a one-time fee.
- c. Archive Continuing Funding fees are \$0.25 per paid active member per year.

Section 2: Membership dues that are paid and postmarked after February 1st shall be assessed a penalty of \$.50 per member and the club must pay a total of \$2.75 per active member.

Section 3: Any club that does not remit dues and fees by May 31st shall be considered inactive and shall not receive any benefits from the Federation until dues and fees are current. This includes newsletters, voting privileges, Boutique tables, etc. Dues and fees paid on February 1st are for the next year and all penalties apply to the next Federation fiscal year. The Federation fiscal year runs from June 1st of one year until May 31st of the next.

Section 4: Associate members of local clubs are excluded in the assessment of Federation dues and fees.

Section 5: Clubs chartered prior to February 1 of the current fiscal year shall pay dues and fees by February 1 of the current year. New clubs chartered after February 1 shall pay dues and fees beginning the following year.

Article VI - Officers, Their Elections and Duties

Section 1: Officers

- a. The elected officers of this organization shall be President, President-Elect, Vice President at Large (who shall be the Immediate Past President), seven Vice Presidents, Recording Secretary, and Treasurer.
- b. The appointed officers of this organization shall be the Corresponding Secretary, Parliamentarian, Aggie Mom Camp Chair(s), Hospitality Chair(s), Electronic Information Chair(s), Parent Socials Chair(s), Historian, and Development Chair. These appointments are made by the President.

Section 2: Elections

- a. Officers shall be elected for a term of one year.
- b. The officers of this organization shall be elected at the Spring business meeting, installed before adjournment and take office at the conclusion of the meeting, with the exception of the Treasurer whose term of office ends at the close of the Federation fiscal year on May 31st. The outgoing

President shall have continued responsibility regarding the necessary financial decisions to close her term until the final audit is complete.

- c. Nominations for office shall be made by a Nominating Committee of five members appointed by the President. No member shall be appointed from the President's own club. The President shall appoint an alternate member to serve in the absence of any one of the five members. Each member must be appointed from a different club. No member or Former President shall be eligible to serve on the Nominating Committee more often than once every five years. No member of the Nominating Committee is eligible for Federation office.
- d. Each club may submit only one nominee for consideration for Federation office. The President and Vice President at Large are nominees from their respective clubs. To be considered for a Federation office:
 - 1. The nominee must be an active participating member and must have been an officer of a Federation member club.
 - 2. The nominee's club must have paid its dues and fees and must be postmarked no later than February 1st.
 - 3. No club may have its nominated member elected to the President-Elect of the Federation more often than every eight years.
 - 4. A candidate for President-Elect must have previously held three Federation offices, a minimum of which two shall be elected, and served as president of a Federation member club to be eligible for this office.
- e. An associate member may not serve as a Federation officer.
- f. Nominations for Federation officers shall be presented at the Spring business meeting. Additional nominations may be made from the floor provided the consent of the nominee has been obtained. When there is more than one nominee for an office, the election shall be by ballot.
- g. The Nominating Committee shall consider only the names submitted and endorsed by the various clubs for Federation officers. The Nominating Committee of this organization shall observe the following rules:
 - 1. They shall consider only the names submitted by the required deadline and endorsed by the various clubs for Federation officers.
 - 2. No officers, except President and President-Elect shall be automatically advanced to any other office.
 - 3. A candidate for President-Elect must have previously held three Federation offices, a minimum of which two shall be elected, served as president of a Federation member club, and be an elected officer serving on the current Federation Executive board.
 - 4. No elected officer shall serve more than one year in the same office.

Section 3: Duties of Elected Officers

- a. The President shall preside at all meetings, act as ex-officio member on all committees except the Nominating Committee and Audit Committee and shall perform all other duties which pertain to the office.
- b. The President-Elect shall 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. The President-Elect shall be responsible for IRS accounting for group exemptions and filing of the appropriate annual IRS forms. She shall be the point of contact for club issues.

- c. The Vice President at Large shall be interim officer for any office open due to a resignation or death occurring on the Executive Board until said office is filled in accordance with Article VIII, Section 2 and also be responsible for coordinating the transfer of archives materials from the Federation and Federation member clubs into the Cushing Library. The Vice President at Large serves as liaison to the Former Federation Presidents.
- d. The Vice President at Large, followed by the President-Elect, shall preside in the absence of the President, and perform such other duties as may be assigned to them until a nominating committee is convened to name an interim President who would then be confirmed by the board. The President-Elect would still proceed to the office of President the following year.
- e. The First Vice President shall be responsible for Membership.
- f. The Second Vice President shall be responsible for Programs.
- g. The Third Vice President shall be responsible for Registration.
- h. The Fourth Vice President shall be responsible for Reports.
- i. The Fifth Vice President shall be responsible for Boutique.
- j. The Sixth Vice President shall be responsible for Districts.
- k. The Seventh Vice President shall be responsible for the Directory.
- l. The Recording Secretary shall keep the minutes of all meetings; keep on file a roll of the clubs belonging to the Federation and their respective membership. She shall call the roll of the clubs at each business meeting as directed by the President.
- m. The Treasurer shall be responsible for all monies received, held and dispersed. Upon the order of the Executive Board, the Treasurer shall pay out money only by non-cash methods. In the event of unforeseen circumstances which require immediate attention prior to the next board meeting for items that are not a budgeted expense, monies may be disbursed upon the written order of the President. Such expenditures shall be incorporated in the reports to the business meetings. The Treasurer shall prepare the books for audit. The incoming Treasurer shall serve as Chair of the Finance Committee.

Section 4: Duties of Appointed (non-voting) Officers

- a. The Corresponding Secretary shall have charge of all correspondence and send notice of meetings and other notices necessary for the proper conduct of the business of the Federation, unless otherwise provided for by special committee.
- b. The Parliamentarian shall be ready at all times to advise the Federation in regard to all questions of parliamentary procedure. The Parliamentarian has no voting privileges.
- c. The Aggie Mom Camp Chair(s) shall be responsible for planning, organizing and coordinating Aggie Mom Camp.
- d. The Hospitality Chair(s) shall be responsible for making arrangements for refreshments, meals, and decorations for the Fall, Winter and Spring Federation Dinners and meetings and other special occasions as requested by the Executive Board.
- e. The Electronic Information Chair(s) shall be responsible for the Federation website and duties as they pertain to all electronic communication. The Office of Electronic Information is subject to reappointment by the President.
- f. The Parent Socials Chair(s) shall be responsible for Federation duties as they pertain to New Student Conferences for parents of incoming students in coordination with Texas A&M University and the Adopt-A-Mom Program.

- g. The Historian shall keep a record of the Federation and its activities.
- h. The Development Chair shall be responsible for leading a committee that may include current board members as well as non-board members to evaluate and develop fundraising strategies to support the Federation's mission.

Section 5: Removal from Office of any Elected Board Member

- a. The Board may, by 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:
 - 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.
- b. 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 VII - Standing Committees and Special Committees

Section 1: The standing committees of this organization shall be Finance, Audit, Development, and Nominating.

Section 2: The chair and membership of the standing committees are established and appointed by the President except as otherwise stated in Article VI, Section 2c regarding the Nominating Committee and Article VI, Section 3m regarding the Finance Committee.

Section 3: Duties of Standing Committees

- a. The Finance Committee shall recommend the total budget to the Executive Board for its approval and adoption.
- b. The Audit Committee shall audit the financial records of the Treasurer and present a report at the Fall business meeting. The Committee shall be selected by the outgoing President and shall consist of three members and one alternate. No member of the Audit Committee should be a current board member or outgoing board member. It is recommended that the chairman of the committee have some accounting knowledge.
- c. The Development Committee shall evaluate and develop fundraising strategies to support the Federation's mission.
- d. Nominating Committee – See Article VI, Section 2c, 2d and 2g.

Section 4: The President shall have the authority to appoint the chair and membership of special committees as shall be necessary for the proper conduct of the business of the Federation.

Article VIII - Executive Power

Section 1: The Executive Board composed of the elected officers shall have all authority to act for this organization between business meetings. See Article IV, section 2.

Section 2: In the event that any elected office, except for the office of President, is vacated due to a resignation or death, the office shall be filled by the Vice President at Large as interim officer until the previous nominating committee can fill the vacated office with a qualified member, subject to the approval of the Executive Board.

Section 3: In the event of a vacancy in the office of President, refer to Article VI, section 3d.

Article IX - Delegates and Voting Power

Section 1: Delegates

- a. The delegates to the Federation business meeting shall consist of three representatives: the President (or appointee) and two selected members from each Texas A&M University Mothers' Club with a membership of one hundred or less, plus one additional delegate for each fifty member increment over one hundred. (For example, a club with a membership of 101 would receive an additional delegate and a club with a membership of 151 would receive 2 additional delegates.)
- b. An Associate member may not be a delegate.

Section 2: Voting Power

- a. The right to vote at Executive Board meetings shall be vested in elected Federation officers.
- b. The right to vote at business meetings shall be vested in Federation elected officers and delegates.
- c. Delegates whose clubs have not paid their dues and fees by May 31st of each year shall be denied the right to vote at the business meetings the following year until dues and fees and late charges are paid in full. Clubs organized after February 1st are exceptions.

Article X - Member Club Relationship to Federation

Section 1: All clubs that are members of the Federation of Texas A&M University Mothers' Clubs are expected to comply with State and Federal laws concerning taxes; the Federation shall not be responsible for their failure to do so.

Section 2: The Federation of Texas A&M University Mothers' Clubs shall not be responsible for the financial affairs of a member club.

Section 3: No member club shall be responsible for any obligation of the Federation.

Article XI - Quorum

One percent (1%) of the paid membership shall constitute a quorum for the business meetings provided delegates from not less than twenty percent (20%) of clubs are included. Seventy-five percent (75%) of Executive Board members shall constitute a quorum at Executive Board meetings.

Article XII - Parliamentary Authority

The order of business and parliamentary procedure shall be followed as given in the current edition of *Robert's Rules of Order Newly Revised*, when they are not in conflict with these bylaws.

Article XIII - Amendments

These bylaws may be amended by two-thirds vote of those present, provided the proposed amendment or amendments have been first submitted to and approved by a two-thirds vote of the Executive Board and due notice of such amendments have been sent via US mail or electronic mail, according to their choice, to each Club President at the addresses of record, postmarked or electronically sent a minimum of 60 days, before the business meeting to which they are to be presented for vote. The electronic mail shall be in a format that cannot be edited.

Article XIV - 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, and 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) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) 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 States Internal Revenue Law).

Article XV - 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 educational 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.

Amended: 8-25-1990
Revised: 4-06-1991
Revised: 4-24-1992
Revised: 9-29-1992
Adopted: 1-15-1994
Revised: 1-13-1996

Revised: 1-11-1997
Revised: 4-18-1997
Revised: 4-17-1998
Amended: 1-15-2000
Revised: 1-13-2001
Revised: 1-13-2003

Revised: 8-25-2007
Amended: 8-27-2011
Amended: 1-18-2014
Amended: 8-29-2015
Amended: 8-27-2016

Provisos for Transition (under amendments adopted on August 27, 2016)

Provided, that the 8th Vice President shall serve as a Parent Socials Chair and shall remain as an elected officer until the election of officers in 2017.

Provided, that the elimination of the Historian as an elected officer shall not take effect until the election of officers in 2017.