

## Bylaws 101

First of all, a set of By-laws is a living, breathing document. It is there to provide guidance and to keep transitions in leadership as seamless as possible, but it is also meant to change as the organization needs to change. It should provide structure with flexibility. There are things that follow Federation, but they should not be a burden to small clubs. They should not be overbearing, like having too many elected positions or too detailed job descriptions for a small club. Details can be provided in Standing Rules and Officer Guidelines.

This template is provided to aid you in updating your Aggie Mom Club Bylaws and Standing Rules. Every Aggie Mom Club is actually a Member Club of the Federation of Texas A&M University Mothers' Clubs (IRS Group Exemption). As such, they are subject to the Bylaws of the Federation, and certain verbiage of the Member Clubs' bylaws should mirror that of the Federation. Federation establishes the purpose, membership criteria and levels, and other basic rules under which the member clubs are to operate to meet IRS and 501(c)3 guidelines.

You will notice this template has print in black & white, print highlighted with yellow and print highlighted in blue.

**Black & White** – All bylaws are strongly suggested to have this exact verbiage.

**Yellow** – Suggested verbiage, as it may or may not pertain to your club (use these to tailor to your club's size, number of officers, special committees, etc)

**Blue** – **IF** you have these items, the verbiage **should** match exactly.

### Notes:

#### **When is it a revision and when is it an amendment?**

When you “**amend**,” you keep the bylaws as they are and change a smallish portion.  
When you “**revise**,” you prepare a whole new text in which everything can be different.

Usually notice is required when proposed bylaws will be presented for discussion and vote. Clubs must let people know in advance what is planned. This is just common sense for changes to the organization's key governing document. And typically it takes a two-thirds vote to amend bylaws. **Putting things in bylaws like actual amount of dues, specific dates or places of meetings is not recommended. These details should be in the Standing Rules with state flexibility, but should be voted on by the Board so they are not arbitrarily changed.** (If the church you meet in changes their schedule and your club is forced to meet somewhere else on another day, you are absolutely out of compliance with your own bylaws by no fault of your own... so don't be quite so specific.)

It is common to send notice of vote to change bylaws along with proposed changes to all members a minimum of 30 days prior to next meeting. It is actually good practice to send them out 30 days prior, then after revision or amendment passes on first reading, then take a final vote on the second reading at a subsequent meeting.

Every Amendment Date or Revision Date must be listed at the end of the document. (*Suggest putting it in the footer so it will appear on each page and at the end. When the documents are archived, individual pages may be photographed and the page should have the date.*)

Standing Rules - Not All clubs have standing rules, but there may be things in your bylaws that would be better suited to Standing Rules, i.e. Scholarship criteria, dues structure, exact time and place of meeting, frequency of meetings, etc.

**Scholarships Guidelines**– If your club offers a scholarship, it must **publicly announce the scholarship criteria, application availability, and deadlines, by publishing information with impacted school financial aid officers, in the local paper, on club website and on open and closed social media.**

The clubs must accept applications from students in all areas/counties of which you have paid members. i.e. If your **‘Bravo County’ Aggie Moms Club** has members with zip codes that fall in other counties (‘Bravo County’ along with ‘Delta County’ and ‘Echo County’ and ‘Tango County’ and ‘Zulu County’) then you must publish the scholarship requirements **in ALL of those counties, AND accept ANY applications from those counties (not just children of member moms)** for consideration. **You may NOT grant ‘scholarship points’ for meeting attendance or fundraiser hours worked.**

Scholarships must be **EQUALLY OPEN TO ALL** students of areas whose members you serve, **not just to member’s children.**

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# **Bylaws of the (Your Club Name) Texas A&M University Mothers' Club**

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## **Article I – Name**

The name of this organization shall be the (Your Club Name) Texas A&M University Mothers' Club, a member club of the Federation of Texas A&M University Mothers' Clubs (the Federation).

## **Article II – Purpose**

- Section 1: 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.
- Section 2: Said organization is organized exclusively for charitable and educational purposes, including for such purpose the making of distributions to Texas A&M University 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: Active membership shall consist of mothers, step-mothers or female legal guardians of current students or former students of Texas A&M University and will include Adopt-A-Moms as defined by the Federation that meet these requirements.
- Section 2: An individual who is not a mother, step-mother or female legal guardian of current students or former students of Texas A&M University may be an associate member.
- Section 3: Life membership should be considered a rare honor and may be awarded to any regular member that provides significant, special or extraordinary service to the organization. Life membership nominees shall be limited to one nominee per year (if any). A Life Member must be recommended to the Board who will determine if a current member has

earned this distinction. Any Member may initiate the review process and a nomination letter, outlining the qualifications of the nominee, shall be delivered to the President for review and election by the Board. The Life Member must be elected by a unanimous vote of the Board. The entire process will be confidential, and if selected, any new Life membership will be awarded at an annual meeting. Life Members will have all the privileges of regular members including voting, and will not be assessed the annual membership fee.

#### Article IV - Dues

Section 1: The annual dues of this club shall be set by the Executive Board, approved by the membership at the May meeting and payable upon enrollment of a member. This includes dues to the Federation of Texas A&M University Mothers' Clubs.

Section 2: A Life Member is not required to pay annual dues to the club, but the club must still remit annual dues to the Federation for each life member. If you have Life Membership levels, you must have this section verbatim.

#### Article V - Meetings

Section 1: The regular meetings of the club shall be held monthly from September through May (*stating any month that may be skipped*), to be called by the President unless otherwise ordered by the club.

Section 2: (Number of - preferred instead of % of membership) members shall constitute a quorum at a regular meeting. (*Quorum should be number that is approximately equal to the number of members normally in meeting attendance. This is to prevent a small number of members from determining an action. A percent of the total paid members may be too large related to the number normally in attendance.*)

Section 3: The Executive Board shall meet no less than three (3) times during each administration.

#### Article VI - Elections

Section 1: Officers will be elected for a term of one (1) year. No elected officer may serve more than two (2) successive terms in the same office.

Section 2: No officers, except President and President-Elect shall be automatically advanced to any other office.

Section 3: The officers of this club shall be elected at the March meeting. Officers shall assume the duties of their offices after installation at the May meeting (*end of academic year*), with the exception of the Treasurer whose term of office ends at the close of the Club's fiscal year.)

- Section 4: An associate member may not serve as an officer (*or committee chairman*) and shall have no voting privileges.
- Section 5: **A Life Member is considered an Active Member and may hold office and shall have voting privileges.**
- Section 6: Voting privileges shall be limited to elected officers and active members in good standing.

#### Article VII – Officers

- Section 1: The elected officers of this club shall be President, **President-Elect, Vice-President-at-Large, three (3) Vice Presidents**, Recording Secretary, **(if small club, Secretary may cover both Recording & Corresponding duties)** and Treasurer.
- Section 2: **The appointed officers of this club shall be the Corresponding Secretary, Parliamentarian, and Historian. These appointments are made by the President.**
- Section 3: **The retiring President shall serve as Vice-President-at-Large.**
- Section 4: **In the event of a vacancy in any elected office, the position shall be filled by the Executive Board and approved by the membership at the next regular meeting. (*Interim by VPAL? – See Article VIII – Section 3*)**
- Section 5: **Any officer or standing committee chairman who is absent two (2) (*Board or General*) meetings without a valid excuse may be replaced.**

#### Article VIII - Duties of Elected Officers

- Section 1: The President shall:
- A. Preside at all meetings of the club.
  - B. Have general supervision over the affairs of the club.
  - C. Appoint all chairmen.
  - D. **Compose a newsletter to be sent to the club membership monthly or as determined necessary by the Executive Board. (or at least compose president's letter for electronic chair to include in newsletter)**
  - E. Act as an ex-officio member on all committees except the Nominating Committee and the Audit Committee.
  - F. Perform other such duties pertaining to the office and in accordance with the Federation guidelines.
- Section 2: **The President-Elect shall:**
- A. **Preside in the absence of the President and perform such duties as are necessary in her absence.**
  - B. **She may be assigned specific duties as needed**

Section 3: The Vice President-at-Large shall fill any vacancy occurring on the executive board until such vacancy is filled by the board and approved by the membership at the next meeting of the club in the case of elected officers and will fill any vacancy of an appointed position until the President appoints a replacement. *She will also serve as liaison for any Adopt-A-Moms who are club members.(Suggestion only)*

Section 4: The First Vice-President shall be responsible for membership, *publish the yearbook (Suggestion Only)*, and secure the contact information from the University for area students.

Section 5: The Second Vice-President shall be responsible for the programs at club meetings.

Section 6: The Third Vice-President shall be responsible for all Boutique activities.

Section 7: The Recording Secretary shall take and keep minutes of all meetings of the club and of its Executive Board and maintain a roll of members and their attendance.

Section 8: The Treasurer shall:

- A. Be responsible for all monies received, held, and dispersed.
- B. Chair the Budget Committee.
- C. Disperse funds for all budgeted items, but disperse non-budgeted funds only as approved by the Executive Board.
- D. Not reimburse sales tax.
- E. Sign checks for disbursement of funds of the club, *securing the counter signature of the President or the President-Elect as directed by the Executive Board.*
- F. Keep a balance sheet and **give a financial report at each meeting of the Executive Board and at each club meeting.**
- G. Deliver the audited books to her successor immediately at the conclusion of the audit. **The fiscal year of the (Your Club Name) Aggie Moms will correspond with that of the Federation (Academic Year).** Receipts for any reimbursable expenses incurred during any fiscal year must be received no later than the last day of the fiscal year.

Section 9: Removal from Office of any Board Member

The Board may, by two-thirds vote (*of those present eligible to vote*) at any regular or special meeting, remove any Member from the position to which she has been elected or appointed, 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.

## Article IX – Duties of Appointed Officers

Section 1: The Corresponding Secretary shall:

- A. Handle all correspondence.
- B. Send notice of meetings and other notices necessary for the proper conduct of business of the club in a manner to maintain the club's 501(c)(3) non-profit status.
- C. Maintain a file of correspondence.

Section 2: The Parliamentarian shall:

- A. Be ready at all times to advise the club in regard to all questions of parliamentary procedure. (*Robert's Rules of Order, Newly Revised*)
- B. Serve as By-laws Revision Committee chair; be responsible for maintaining the bylaws and affecting the necessary changes accordingly.
- C. Have no voting privileges.

Section 3: The Historian shall:

- A. Prepare and keep a visual historical record (i.e. scrapbook which shall be presented to the President upon its completion)
- B. Select a committee as deemed necessary
- C. Submit appropriate documentation to the archives at Texas A&M University in accordance with the current Federation policy on archives

## Article X – Standing Committees

Section 1: The President shall appoint the chairman of the following committees: Nominating, Audit, Budget, and Endowment (*if appropriate*).

At the January meeting the President shall appoint a Nominating Committee of three (3) members. The committee shall:

- A. Meet and select one (1) nominee for each office.
- B. Present the proposed slate of officers at the March meeting. Additional nominations may be made from the floor, if consent has been obtained from the candidate prior to her being placed in nomination.
- C. No member shall be eligible to serve on this committee two (2) years in succession.

Section 2: At the April meeting, the President shall appoint an Audit Committee of three (3) members (*an objective non-member may be appropriate*). The committee shall perform an independent appraisal of all financial activity conducted by the Treasurer of the Club, according to the guidelines promulgated by the Club. (*The Committee should include someone with accounting background and should not include the President or Treasurer*).

Section 3: The Budget Committee shall be comprised of the Treasurer serving as chairman, the President, the President-Elect and the Vice President-at-Large, and shall:

A. Prepare the budget for the ensuing year as soon as the books have been audited.

B. Present the proposed budget to the Executive Board for approval.

C. Present proposed budget, as approved by the Executive Board, for approval (?) of the club's membership at the meeting in September. (*This may be too late*)

Section 5: The Endowment chairman shall be responsible for coordination with TAMU and the A&M Foundation for management and oversight of the club's endowed scholarship(s).

### Article XI –Special Committees

The President may appoint the chairman of the following committees: Social, Publicity, Scholarship, Electronic Information. The standing committee chairmen shall be voting members of the Executive Board. (*This is not the same as the Federation Board*)

Section 1: The Social chairman shall arrange for all social activities.

Section 2: The Publicity chairman shall arrange for all publicity to be announced on the radio and published in the newspaper and other publications.

Section 3: The Scholarship chairman along with two (2) other members also appointed by the President shall constitute the Scholarship Committee. (*May be adjusted on size of application pool.*) Each member may be eligible to serve on this committee two (2) years in succession, but only one (1) year as chairman. Each year the Scholarship Committee and Executive Board will recommend for member approval the number and amount of scholarships according to the funds raised and available.

Section 4: The Electronic Information chairman shall be responsible for the club's website and duties as pertaining to all social media outlets of the club with the approval and direction of the President.

Section 5: The President shall have the power to appoint the chairmen of special committees as necessary for the proper conduct of the business of the club.

### Article XII – Executive Board

The Executive Board shall be composed of officers, *chairmen of special committees* and any members currently serving on the Federation Board.

Section 1: The Executive Board will have all authority to act for this organization between business meetings.

Section 2: The Executive Board shall hold at least three (3) meetings during the administration year.



Section 3: **Seven (7)** members shall constitute a quorum.

Section 4: **If members serve as co-chairs for any position, only one vote is allowed between them for board votes.**

### **Article XIII – Delegates to the Federation Meetings**

The delegates to the Federation meetings shall follow Federation guidelines in number and means of selection as provided for in the Federation By-laws.

### **Article XIV – Parliamentary Authority**

Robert's Rules of Order – Newly Revised shall govern the club in all cases in which they are applicable and in which they are not in conflict with the by-laws of this organization.

### **Article XV – Amendments**

By-laws of this club may be amended at any regular meeting by a two-thirds (2/3) vote of the members present, provided the proposed amendment(s) have been first submitted to and approved by the Executive Board and then presented to the membership for their review at the previous regular meeting.

### **Article XVI – 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) or 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 XVII – 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 and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization  
Updated Revision Parl Burch 8/2018 on Revisions 10/2017 Parl Kohlenberg per FedPres Phelan & PresElec Nolan

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 of 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 and approved by club membership vote on 11/12/07.*

*Amended and approved by club membership vote on 3/8/2011.*

*Amended and approved by club membership vote on 11/13/12.*

*Amended and approved by club membership vote on 4/8/2014.*

*Amended and approved by club membership vote on 1/5/2016.*

*Amended and approved by Kohlenberg/Phelan/Nolan 10/15/17*

*Amended and approved by Kohlenberg/Phelan/Nolan 1/30/18*

*Amended by T. Burch 8/2018*

## Standing Rules of (Your Club Name) Texas A&M University Mothers' Clubs

1. Nondiscriminatory Policy: Scholarships awarded by the Club shall be restricted to students attending Texas A&M - College Station, Texas A&M - Galveston; Texas A&M – Qatar, or Texas A&M – McAllen, however such scholarships shall not discriminate on the basis of an individual's age, sex, color, creed and religion or national/ethnic origin.

### Scholarship Selection Criteria:

#### A. Freshman Scholarships: the recipient (s) must:

- Be a graduating senior of a .....County public or private senior high school or be a ..... County resident who is a graduating senior of a public or private senior high school in another county or be a .....County “home schooled” resident, who meets the entrance requirements for Texas A&M - College Station, Texas A&M – Galveston, Texas A&M – Qatar, or Texas A&M – McAllen for admission as a student.
- Submit the Club's application.
- Attend Texas A&M - College Station, Texas A&M – Galveston, Texas A&M – Qatar, or Texas A&M - McAllen the following fall and spring semester to receive the scholarship financial benefit. The scholarship money will be paid directly to Texas A&M and the school will disburse the funds to the student account in the fall and the spring.

#### B. Senior (*or Returning Students*) Scholarships: The recipient(s) must:

- Meet the same residency requirements as the Freshman Scholarships or have a declared Home of Record currently in ..... County or qualified for our scholarship as a freshman; have completed at least 2 semesters at Texas A&M - College Station, Texas A&M – Galveston, Texas A&M – Qatar, or Texas A&M - McAllen, have a minimum of required hours (*to qualify for senior classification*) as determined by Texas A&M University and have a GPA of at least 2.5 by the end of the summer prior to the fall semester in which they are applying for the scholarship. The scholarship funds will be disbursed directly to Texas A&M and the school will disburse the funds to the student account.
- Not have previously received a (*Senior*) Scholarship.
- Submit the Club's application.

*Standing rules should possibly include*

*Meeting place and time*

*Amount of dues for member classification*

*Detailed job descriptions for Board members*