

CONSTITUTION AND BYLAWS of the NUECES COUNTY A&M CLUB

PREAMBLE

The Nueces County A&M Club came into being as an association of former students of the Agricultural and Mechanical College of Texas (Texas A&M College and Texas A&M University at College Station) for good fellowship and to promote and serve their Alma Mater. These By-Laws, dated 20TH day of OCTOBER 2007, supersede all previous By-Laws.

ARTICLE I - NAME

Section 1. Nonprofit:

The name of this nonprofit organization, operating under these By-Laws, shall be Nueces County A&M Club.

ARTICLE II - CHARTER

Section 1. Relation with Association:

The Nueces County A&M Club - referred hereinafter as "the Club" shall be a chartered club of the Association of Former Students of Texas A&M University at College Station and subject to the provisions applying to chartered clubs as set forth in the By-Laws of the Association of Former Students.

Section 2. Financial Obligations:

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the Endowment Fund No. 33408 of Texas A&M University of College Station, for a public purpose, as long as Texas A&M University remains a state supported institution. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

ARTICLE III - PURPOSE

Section 1. The Purpose of the Nueces County A&M Club:

The Club may expand upon the following purposes, without amendment hereto, so long as these changes are approved by 2/3 of the Club's Board of Directors in attendance as set forth in Article VI, Section 5 of these By-Laws.

The purpose of the Club shall be:

- (a) To establish, maintain and support scholarship programs for needy and worthy students;
- (b) To assist the community, the University, and the Association of Former Students in any worthy undertaking to the best of our ability as a Club and as individual former students;
- (c) To maintain and encourage the fraternal spirit of the fellowship, friendliness and helpfulness that is traditional among A&M former students and to encourage the continuation of the traditions of our Alma Mater;
- (d) To promote membership and recruit and welcome new members, especially recent graduates and new Aggies, to our community.

ARTICLE IV - MEMBERSHIP

Section 1. Regular Members:

All residents of the Coastal Bend area, who at one time were enrolled in any of the regular courses of Texas A&M University at College Station (formerly the Agricultural and Mechanical College of Texas and Texas A&M College) and/or have received advanced or honorary degrees from the University. "Contributing" members shall have right to hold office, participate (vote) in official Club business and be afforded special privileges as set forth in Article IV, Section 4 of these By-Laws. Members that are not listed as "contributing" shall not have right to hold office, participate in any official Club business nor receive the benefits afforded a "contributing" member as set forth in Article IV, Section 4 of these By-Laws.

Section 2. Associate Members:

Any person not eligible under the foregoing provisions who has demonstrated interest in the University and in the activities of the Club may, with prior approval of the Board of Directors, be elected as Associate Member by a majority of the members, at a regular or called meeting, of the Club in attendance as set forth in Article VI, Section 1 of these By-Laws. Associate members shall have all of the privileges of membership except the right to hold office and participate in any official Club business. However, "contributing" associate members will receive the same privileges afforded regular "Contributing" member as set forth in Article IV, Section 4 of these By-Laws.

Section 3. Lifetime Members:

Any regular or associate member of the Club who has rendered outstanding service to the Club may, by a unanimous vote of the members in attendance, as set forth in Article VI, Section 1 of these By-Laws and with prior 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.

Section 4. Membership Dues:

Dues are not a requirement for membership in the Club, however, an annual contribution, in an amount recommended by the Board will result in a member being listed as “Contributing” and afforded the privileges as set forth in Article III, Section 1 of these By-Laws. Dues shall be levied at the last regular Board meeting of the calendar year. Membership dues may be amended by majority vote of the Board of Directors, in attendance as set forth in Article VI, Section 5 of these By-Laws. Annual membership contributions shall be recorded for the succeeding year. Lifetime Members shall be exempt from the payment of dues. The dues shall be used for the general operation of the Club and for scholarships. A “Contributing” member may receive discounts if offered at Club sponsored events, functions and activities. Such members will be entitled to a window/bumper sticker, a copy of the Club’s Directory, and other special considerations approved by the majority of the Board of Directors.

ARTICLE V - OFFICERS AND DIRECTORS

Section 1. Officers:

The officers of the Club shall consist of:

- President
- Vice-President/Activities (President Elect)
- Vice-President/Membership
- Vice-President/Public Relations
- Vice-President/Finance
- Vice-President/School Relations (Scholarships)
- Vice-President/Records

The Board of Directors shall consist of nine members, as well as the Immediate Past President. The President shall be a non-voting Chairman of the Board of Directors.

Section 2. Method of Election:

The Officers and Directors shall be elected, by ballot on or before December 1st of each calendar year and shall assume office at the Annual Awards Banquet, held no earlier than 1st quarter following the elections. The elected Officers and Directors shall be announced in the last publication of the newsletter of the year. The Club’s Officers and Immediate Past President shall serve for a term of one year. The Directors shall be elected for staggered terms of three years in length, with three vacancies being filled each year. It shall be the duty of the retiring President (Immediate Past President) to advise the office of the Association of Former Students of the newly elected Officers and Directors, their date of election, and term of office.

Section 3. Method of Nomination:

Each year, in advance of the election, the President, with approval of the Board of Directors, shall appoint a nominating committee of no more than five nor less than three members of the Club to prepare a slate of Officers and Directors to manage the Club for the following year. The nominating committee shall not be a member of the present Board or an Officer. ~~A ballot with the slate of nominees will be sent to the membership in October of the calendar year. Only those ballots from contributing and lifetime members and post marked~~

~~on or before November 10th of the calendar year will be counted to determine the successful candidates. Only one individual, man or woman, will be selected for each vacancy, with provisions on the ballot for write-in candidates. and will be elected at the Kickoff BBQ, held during the fall season. The Officers and Directors shall be elected by a majority vote of "Contributing" Club members present at the Kickoff BBQ. The results will be announced in the December issue at the Kickoff BBQ and in the last issue of the Club's newsletter. The ballot shall reflect the following six (6) positions for the slate of Officers:~~

- Vice-President/Activities (President Elect)
- Vice-President/Membership
- Vice-President/Public Relations
- Vice-President/Finance
- Vice-President/School Relations (Scholarships)
- Vice-President/Records

The ballot shall reflect three (3) positions for the slate of Board of Directors.

Should the President-Elect, Immediate Past President or any of the remaining six (6) members of the Board of Directors be unable to complete their term of office, then the nominating committee shall select a candidate to fill that vacancy and reflect same on the ballot. The successful candidate will complete the unexpired term of the incumbent.

If, after the election, an Officer or a member of the Board of Directors, is unable to serve out their term, the President, with the majority vote of the Board, in attendance as set forth in Article VI, Section 5 of these By-Laws, shall appoint a replacement for the remaining unexpired term. If the President is unable to serve out his term of office, the President-Elect shall assume his duties and complete the unexpired term. The new President shall then follow the procedure set forth above to fill the position of VP/Activities (President Elect).

Section 4. Duties of the Officers:

PRESIDENT: Presides at all of the Club meetings as well as those of the Board of Directors, of which he is the non-voting Chairman. He shall appoint all committees and work with the Vice President/Activities to assure that all committee work is accomplished. The President shall represent the Club at all functions and activities and shall serve as liaison/representative at the Association of Former Students fall and winter council meetings.

VICE-PRESIDENT/ACTIVITIES: Serves as President-Elect and assists the President in the conduct of his duties. Serves on the Executive Committee. Works with President to plan activities for the year and coordinates programs for the regularly scheduled meetings. Serves as ex-official member of all committees and reports to the President on the progress of those committees. He shall plan with other Club Officers the annual activities, programs and food for such activities as: the Annual Awards Banquet, Muster, the George Puls, Jr. Golf Tournament, Coaches Night, and any other special events, functions or family activities planned for the year.

VICE-PRESIDENT/SCHOOL RELATIONS: Works with local area high schools in promoting Texas A&M University and in providing any qualified student the opportunity to examine what Texas A&M University has to offer. Serves as chairman of the scholarship committee and assures that qualified recipients are selected no later than May 15 so that they may be introduced at Coach's Night.

VICE-PRESIDENT/MEMBERSHIP: Coordinates with the Vice-President of Activities in planning programs and activities to attract recent graduates and instill a sense of need for older and new A&M alumni to the area to become active in Club activities. Generally broaden the base of interest in the Club, and Texas A&M University of College Station to increase the general membership from alumni in the area.

VICE-PRESIDENT/PUBLIC RELATIONS: Plans and directs the Club's publicity and press relations to enhance the reputation and public image of both the Club and Texas A&M University of College Station. Directs and coordinates, with the newsletters Editor, its publication every other month. The newsletter, known as the Salty Aggie, will be printed for distribution to the members by the first week of February, April, June, August, October, and December. Directs the yearly sale of advertising space in the Club's newsletter.

VICE-PRESIDENT FINANCE: Serves as Treasurer. Collect and is custodian of the dues and assets and any assessments of the Club. Disburses funds as needed for day to day operations of the Club and as directed by Board of Directors. Distributes funds for special events, functions, and/or activities. Performs all other duties ordinarily incidental to the office of a Treasurer. Develops, in coordination with the President, the Club's annual budget for review and approval by the Board of Directors.

VICE-PRESIDENT/RECORDS: Serves as the recording Secretary and records minutes at all Officers and Board of Directors meeting as well as other functions. Performs all other duties ordinarily incidental to the Office of Secretary, including that of custodian of permanent records of the Club.

Section 5. Duties of the Directors:

Immediate Past President: Reviews the current By-Laws for needed changes or amendments. Chairs the By-Laws Committee for presentation of such changes or amendments for adoption by the Board of Directors and ratification by the membership. Plans and works with the VP/Membership on the annual publication of the Club's Membership Directory. Serves on the Executive Committee.

Directors: Set policies and guidelines for the Club's operation and oversees the actions of the Officers.

ARTICLE VI – MEETINGS

Section 1. Regular Meetings:

The administrative year of the Club is from January 1 through December 31. Regular meetings of the Club shall be held at a time and place designated by the Board of Directors. Such meetings must be announced and notice given to the membership at least two (2) weeks prior to such meeting. Any regular or special meeting with 15 or more members present, eligible to vote, may transact any club business by majority vote of those present.

Section 2. Muster:

The annual Muster of the Club shall be held on April 21 each year.

Section 3. Special Meetings:

Special meetings of the Club may be called at any time by the President with approval of the Board of Directors. These meetings may be in addition to or in lieu of the regular monthly meetings.

Section 4. Meetings of the Officers:

Meetings of the Officers may be called at any time by the President. These meetings may be in addition to or lieu of any other meeting of the Club.

Section 5. Meetings of the Directors:

The Board of Directors shall have four quarterly meetings per year. The President shall present and review the proposed plans and policies of the Club at the first meeting of the calendar year. The President may call additional meetings as may be needed to carry out the policies and special operations of the Club. Six members of the Board of Directors in attendance shall constitute a quorum, in order to transact any Club business.

ARTICLE VII – COMMITTEES

Section 1. Executive Committee:

The Executive Committee shall consist of the President, President-Elect, and Immediate Past 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 at the next regularly scheduled meeting of the Board of Directors; and further subject to the limitation that the Executive Committee may not spend funds in excess of \$100.00 without Board approval.

Section 2. Appointment:

The President may appoint other standing Committees in addition to those presented herein as may be needed to carry out the operation of the Club in an efficient manner. Members of all Committees shall be recruited by its chairman.

Section 3. Program Committee:

The Program Committee, under the chairmanship of the Vice-President/Activities, shall provide interesting and diversified programs, planned well in advance, and backed up by alternate stand-by programs. The committee shall also plan the food and beverage menu for each function, activity and/or meeting.

Section 4. Scholarship Committee:

The Scholarship Committee, under the chairmanship of the Vice-President/School Relations (Scholarships), will select recipients and supervise all matters concerning scholarships under the sponsorship of the Club. The Chairman shall make the President aware of the selection of the scholarship recipients. The Committee shall promote the Club and Texas A&M University of College Station and represent the Club in matters to encourage relationships with area high schools.

Section 5. Membership Committee:

This committee, under the chairmanship of the Vice-President/Membership, will send out notices to the membership in December of each year for following year's dues. If necessary, the Committee may conduct an annual membership drive, with the approval of the Board of Directors, as soon after the first of the year as possible. The goal of the Committee should never be pure number of dues paying members, but active, participating dues pay members. The Committee shall seek ways to reward and encourage participation and leadership in the Club. It shall prepare through the coordination of the Immediate Past President, the Club's Membership Directory.

Section 6. Muster Committee:

This committee will plan and conduct the April 21 Muster. The Vice-President/Activities shall be the chairman.

Section 7. By-Laws Committee:

The By-Laws Committee, chaired by the Immediate Past President, will review the By-Laws at least once a year. Any needed changes will be brought to the attention of the Board of Directors for endorsement and recommendations for approval to the membership. The By-Laws shall be kept in such form that it aids the Officers and Board of Directors in the efficient running of the Club. Copies of any changes shall be provided to the Board of Directors at least 30 days prior to scheduling a meeting to take action on the changes or amendments. In no instance shall any transaction of the Club take place without a quorum.

Section 8. Awards Committee:

8.1 Lifetime Member Committee:

This committee, made up of at least five (5) individuals that have served either as the President or a member of the Board of Directors and appointed by the President, shall select an individual, man or woman, from the regular or associate membership, who has demonstrated outstanding service to the Club, Texas A&M University of College Station and the community.

Factors for Consideration for Honorary Life Membership:

- § Length of continuous service to the Club. (This should not be the sole basis for Honorary Life Membership.)
- § Financial contributions to the Club, either direct or otherwise.
- § Membership growth through the personal efforts of the proposed recipient.
- § Should not be a sitting Board Member or Officer.
- § Other outstanding service.

8.2 Aggie of the Year Committee:

This committee, chaired by last year's recipient of the Aggie of the Year Award, shall select an individual, man or woman, who has demonstrated outstanding leadership, dedication and active involvement in the Club, Texas A&M University of College Station and the community.

ARTICLE VIII - AMENDMENTS

Section 1. Procedure:

These By-Laws may be amended or changed in accordance with the following procedures:

- (a) Adoption by 2/3 vote of those Board of Directors in attendance as set forth in Article VI, Section 5 and who are in favor of such a change or amendment; and
- (b) Any changes or amendments must be approved, after adoption by the Board, as set forth above, by majority of the members, who are eligible to vote, and in attendance at a regular or special meeting as set forth in Article VI, Section 1 of these By-Laws.

Section 2. Enactment:

All approved changes or amendments of the Club's By-Laws will become effective immediately upon ratification by members unless noted otherwise in writing.

THESE BY-LAWS WERE ADOPTED BY THE BOARD OF DIRECTORS ON THIS THE 11TH DAY OF NOVEMBER, 1997 AND APPROVED BY THE MEMBERS OF THE NUECES COUNTY A&M CLUB THIS THE **16TH** DAY OF **DECEMBER 1997.**

ATTEST:

Brandi Brundrett '95
Vice-President/Records

Mark Lincecum '77
President

THESE BY-LAWS WERE AMENDED BY THE BOARD OF DIRECTORS ON THE 8TH OF OCTOBER, 2007 AND APPROVED BY THE MEMBERS OF THE NUECES COUNTY A&M CLUB THIS 20TH DAY OF OCTOBER 2007.

ATTEST:

Julie Gray '98
Vice-President/Records

Shannon Murphy '96
President