# Denton County A&M University Mothers' Club

# CONSTITUTION AND BYLAWS

## ARTICLE I – NAME

The name of this organization shall be the "Denton County A&M University Mothers' Club, "a member of the Federation of Texas A&M University Mothers’ Clubs (the Federation). Going forward, known as the Club.

## ARTICLE II – PURPOSE

By individual and united effort, contribute in every way to the comfort and welfare of current students and cooperate with the University in maintaining a high standard of moral conduct and intellectual attainment. Adhering to and honoring the Aggie six (6) core values. LOYALTY, INTEGRITY, EXCELLENCE, LEADERSHIP, SELFLESS SERVICE and RESPECT.

Said organization is organized exclusively for charitable and educational purposes, including for such purpose of making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

## ARTICLE III - MEMBERSHIP

Section 1. The membership of the Club shall be composed of mothers, step-mothers, or female guardians of current and former students of Texas A&M University residing in Denton County.

Section 2. An adoptive member may be a parent or legal guardian of current or former students of Texas A&M University that do not qualify under Section 1. Frequently they are members we "adopt" from another state or from outside the United States, as well as fathers, grandparents or extended families, who want to join and become active in the Club.

Section 3. The annual dues of the Club shall be voted on by the incoming Executive Board each year at the May board meeting. Dues include a portion from which the Federation dues per member are paid.

Section 4. Life Honorary Membership shall be available to those who have held active membership in the Denton County A&M University Mothers' Club for at least ten (10) years. They shall be entitled to full privileges of the Club including the right to hold office. A Life Honorary Member is not required to pay annual dues to the Club; however, the Club must still remit annual dues to the Federation for each Life Honorary Member.

Section 5. Ring of Honor Member is a mother whose Aggie students have graduated from Texas A&M University.

## ARTICLE IV – ELECTION

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 the Club shall be elected at the April general meeting. Officers shall assume the duties of their offices after installation at the May meeting, with the exception of the Treasurer, whose term of office ends at the close of the Club’s fiscal year.

Section 4: An Adoptive Member may not serve as an officer or committee chairman nor an elected office or serve as delegate to the Federation and shall not have voting privileges.

Section 5: A Life Member 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 V – ELECTED OFFICERS

Section 1. The Elected Officers of the Club shall be the President, President-Elect, Vice President at Large (who shall be the immediate past President), Vice President of Membership, Vice President of Fundraising, Vice President of Programs, Vice President of Communications, Vice President of Hospitality, Secretary, and Treasurer. These officers must pay their membership dues by the installation meeting.

Section 2. The Club may choose to include a President-Elect on the Executive Board if a candidate is willing to shadow the President in preparation for election as President the following year.

Section 3. By Virtue of Office. The office of President shall be filled automatically by the President-Elect at the end of the term of the President. The office of Vice President at Large shall be filled by the immediate past President.

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 general meeting.

Section 5. The Executive Board may, by two-thirds vote (of those present and 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 judgement of the Executive 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 judgement of the Executive Board, an inability to complete the term to which the person was elected or appointed or
3. Performance or non-performance of duties which puts the Club in non-compliance with the Federation.

Section 6. If an elected member vacates their position for any reason, all materials of the Club in their possession as well as logon information must be turned over immediately to the President, President-Elect or President at Large.

## ARTICLE VI – APPOINTED POSITIONS

Section 1. The appointed positions of the Club shall be the HOWDY! Mom, and the Parliamentarian.

Section 2. The appointed positions have no voting privileges at board meetings.

## ARTICLE VII – STANDING COMMITTEES

The President shall appoint the following standing committee chairmen with the approval of the Executive Board: The Budget Committee, Nominating Committee, Bylaws Committee, Audit Committee and any other committees deemed necessary.

## ARTICLE VIII– MEETINGS

Section 1. General membership meetings shall be held monthly from September through May unless otherwise ordered by the Executive Board.

Section 2. Special meetings may be called by the President, by the Executive Board, or by petition of ten (10) members of the Club to the President or Executive Board.

Section 3. Twenty (20) paid members in attendance at a general meeting at the time a vote is taken will constitute a quorum.

Section 4. Executive Board meetings and general membership meetings can be held either in person or by electronic format or a combination of, at the discretion of the President in order to conduct the business of the Club. If attending in an electronic format and voting, the member must be on video in order for their vote to count.

Section 5. Voting by proxy shall be prohibited.

## ARTICLE IX - EXECUTIVE BOARD

Section 1. The Executive Board shall be composed of elected officers, appointed positions, chairmen of standing committees and any member elected to office in the Federation. The Executive Board shall transact the business of the Club between meetings.

Section 3. The meetings of the Executive Board shall be set by each administration. Special meetings may be called by the President or shall be called by petition of three (3) members of the Executive Board.

Section 4. Executive Board votes are limited to elected officers. There must be fifty percent of eligible voting officers plus one (voting officers as defined by the bylaws for eligible voting positions/officers) in attendance at board meetings to constitute a quorum.

Section 5. If members serve as Co-Officers for any position, only one vote is allowed between them for Executive Board votes.

Section 6. All officers and committee chairmen shall file an annual report, no later than the May board meeting, giving a summary of accomplishments. Officers' reports shall be paper or electronic; copies shall be given to their successors, and the President.

Section 7. Files of officers and chairmen shall be forwarded to their successors by the May Executive Board meeting.

## ARTICLE X- PARLIAMENTARY AUTHORITY

ROBERT'S RULES OF ORDER NEWLY REVISED shall be the parliamentary authority for all meetings when they are not in conflict with these bylaws.

## ARTICLE XI– AMENDMENTS

Bylaw Committee may solicit or accept recommendations from general members for input for modifications to the Bylaws. Bylaw Committee will provide notice in writing of the proposed changes with the Secretary and they will be presented to the general membership for approval by a two-thirds vote of the members present and voting.

## ARTICLE XII - 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 person, 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 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 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 corresponding provision of any future United States Internal Revenue Law).

## ARTICLE XIII – DISSOLUTION

In the event of dissolution of the Club, for whatever reason, all of the assets of the Club remaining after all obligations and debts have been set and paid in full shall be turned over in entirety to Texas A&M University Development Foundation.

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 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.

## Revision History

Revised, September 1992

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