



## **Bylaws of TCU Ranch Management Alumni Association, Inc. “The Brand on the Buckle”**

### **Name**

TCU Ranch Management Alumni Association, Inc.

### **Purpose**

The purpose of the Alumni Association is to strengthen the vast network of Ranch Management Alumni both domestic and internationally and assist in maximizing the success of all graduates. Additionally, the Alumni Association exists to serve the Ranch Management Program’s best interests by supporting their mission, programs, and activities in accordance with the directives of the TCU Ranch Management administration.

#### **The Alumni Association will:**

- Keep Alumni connected and engaged
- Help to enrich student experiences
- Help with administrative needs on a volunteer basis
- Preserve the history and traditions of the Ranch Management Program

### **Membership**

Members must be graduates of the TCU Ranch Management Program. Professors within the immediate TCURM Program will be considered Honorary Alumni if not already an Alumni of the program.

### **Board of Directors**

The Board of Directors shall consist of not less than three (3) and no more than five (5) directors. The initial directors shall be those persons named as directors in the Certificate of Formation. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Directors shall hold office for a two-year (2) term and until such director's successor is elected and qualified, or until such director's earlier death, resignation retirement, disqualification, or removal from office. Any director may be re-elected to serve consecutive terms of office. One member of the Board of Directors shall always be the Alumni Association’s Past President.

Any action required or permitted to be taken at any meeting of the Board of Directors or any committee may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by the number of directors or committee members, as the case may be, as would be necessary to take such action at a meeting at which all persons entitled to vote on the action were present and voted. An electronic transmission of a consent by a director or



committee member is considered a signed writing if the transmission contains or is accompanied by information from which it can be determined that the electronic transmission was transmitted by the director or committee member, as the case may be, and the date on which it was transmitted. Such consent must be filed with the minutes of proceedings of the Board of Directors or of the committee. Such consent shall have the same force and effect as a vote at a meeting where such directors or officers were present and voted and may be stated as such in any document. Prompt notice of the taking of any action by the directors or committee members without a meeting by less than unanimous written consent shall be given to those directors or committee members who did not consent in writing to the action.

Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board may, unless otherwise restricted by statute, by the Certificate of Formation or by these Bylaws, participate in and hold any meeting of such Board of Directors or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet (but only if, in the case of such other suitable communications system, each person entitled to participate in the meeting consents to the meeting being held by means of that system and the system permits each person participating in the meeting to communicate concurrently with all other persons participating in the meeting). If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified and a record must be kept of any vote or other action taken. Participation in a meeting shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Whenever any notice is required to be given to any director or committee member of the association under the provisions of any law, the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **Executive Committee**

The Executive Committee of the Alumni Association shall be President, President-Elect, Secretary, Treasurer, Treasurer-Elect and Communications Director.



## **Nominating Committee**

The nominating committee shall be composed of:

- The “Chairman” of the Board of Directors, who will serve as committee chair
- The Alumni Association President-Elect
- One person designated to serve by the Board of Directors
- One person designated to serve by the Alumni Association
- One person designated to serve as a representative of the TCURM Administration

The Nominating Committee shall present a two (2) person slate for each Board of Directors position as well as a two (2) person slate for each office of the Executive Committee. The slates should be presented to the Board of Directors and Executive Committee at least two weeks prior to the election. Both the Board of Directors and Executive Committee shall be elected at winter round up during the class agents meeting.

## **Eligibility and Terms**

Board of Directors shall be chosen from and elected by the members of the Alumni Association and serve a two-year term (2). They shall assume their duties after Class Agents approval. Class Agents meeting is held annually during Winter Round up.

Executive Committee shall be chosen from members of the Alumni Association and shall serve a two-year term (2). They shall assume their duties after Class Agents approval. Class Agents meeting is held annually during Winter Round up.

## **Vacancies**

Whenever any unexpected vacancy occurs in the Executive Committee it shall be filled without undue delay by a majority vote of the remaining members of the Executive Committee. Vacancies shall be filled by the Executive Committee from a slate prepared by the Nominating Committee.

## **Board of Directors Meetings**

Shall be held at the discretion of the Board of Directors chairman with a minimum of one (1) annual meeting.

## **Executive Committee Meetings**

Executive Committee Meetings will be held a minimum of two (2) times a year. Once in January ahead of the Class Agents Meeting and General Annual Membership Meeting and the second TBD.



### **Class Agent Meeting/Dinner**

Held annually at Winter Round Up. The President of the Alumni Association will preside over the meeting along with TCU Staff. Meetings will be run efficiently and professionally with outlined agendas, secretary reports and department head reports from the school.

### **Membership Meetings**

A minimum of one (1) meeting a year shall be held with the entire Alumni Association membership. This meeting will occur in conjunction with the Annual Meeting, also known as, “Winter Round Up”. The meeting will follow directly after the Saturday morning program that is facilitated by the TCURM Directors.

### **Amendments**

Upon recommendation of the Executive Committee, these Bylaws may be amended at any Membership Meeting by a two-thirds vote of all members present, upon ten (10) days written notice.

### **Bylaws**

There shall be a Bylaws Committee whose function shall be to assure conformance of the Bylaws, Standing Rules, and Procedures. The Bylaws Committee shall recommend necessary changes in the Bylaws after changes have been submitted and approved by the Executive Committee. The President-Elect and Past President shall serve as Co-Chairmen of the Bylaws Committee. The committee shall consist of the President, President-Elect, and Secretary.

### **Notice**

Whenever, under the provisions of any law, the Certificate of Formation or these Bylaws, notice is required to be given to any Director or Committee member of the Alumni Association, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission, by email or other form of electronic communication permitted by the Texas Business Organizations Code, or by mail, postage prepaid, addressed to such director or committee member at such person's address as it appears on the records of the Alumni Association. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by facsimile transmission or email or other form of electronic communication shall be deemed to be delivered upon successful transmission of such facsimile or email or other form of electronic communication.

### **Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert’s Rules of Order.



## **Board of Directors**

### **Purpose:**

- The affairs of the TCURM Alumni Association shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the TCURM Alumni Association. In addition the Board of Directors will act as an advisory committee that supports the Head of the TCU Ranch Management Department by collaborating with administration, faculty, donors and the TCURM Institute in order to assist with communication, strategic planning, and program execution.

### **Goals:**

- **Communication:** The Board of Directors would act as a line of communication between TCURM Alumni Association, financial donors, and program administration. The board will champion the Ranch Management Program and highlight its importance and needs within the University of TCU.
- **Supportive Role:** The Board of Directors will be available to the TCURM Department Head as well as administration and faculty. The Board will act as a “sounding board” to discuss current issues, collaborate on curriculum changes, and assist in strategic planning for the program. The board will assist in creating a workable 1–5-10-year strategic plan.
- **Long Term Assistance:** The Board of Directors will be available to consult in preparing and executing future succession plans including but not limited to the hiring of new personnel, curriculum updates and project reviews. The board will work together to bring ideas from across the member’s industry knowledge to the program while actively working to connect students of the program to real life experiences. The board will assist in setting program goals and mile markers for both TCURM as well as goals to be measured within the School of Science and Engineering.

### **Main Initiatives:**

- Support the TCURM Department Head. Be available to him/her and their staff when needed. The board will be available to collaborate with and offer sustainable advice and be responsible for the management of the affairs and property of the TCURM Alumni Association. Help ensure that TCURM is producing highly sought-after students upon their completion of the program.

### **Chairman:**

- Appointed by vote of all Board of Directors
- Shall serve as the representative of the Board of Directors on the Nominating Committee
- Call to order and preside at Board of Directors meetings
- Coordinate and execute meeting times as needed.



### **Advisory Directors:**

- The Board of Directors may elect advisory directors as they see fit.
- The advisory directors shall not have a vote but may attend all meetings of the Board of Directors and participate in the discussion like the regular directors.

### **Executive Committee**

#### **President:**

- Call to order and preside at all meetings of the Alumni Association and the Executive Committee
- Appoint chairs of all standing and special committees, with the approval of the Executive Committee
- Serve as a member ex-officio of all committees excluding the Nominating Committee.
- Attend Board of Directors meetings when requested by the Board of Directors.
- Work alongside the TCURM department head, professors, and college administration in assisting with communication between Alumni, TCURM, School of College and Science Engineering and TCU at large.
- Post quarterly messages in the Cattle Call, with a minimum of twice a year presenting activities held within the Alumni Association.

#### **President-Elect:**

- Assume all duties of the President in the absence of the President
- Become President the year following his or her term as President-Elect
- Automatically become President in case of a vacancy in the office of President. This shall not affect the term of office for which the President-Elect has been elected
- Assist the President and shall act as Parliamentarian for the Alumni Association Board and meetings
- Serve as Bylaws Chair and as Nominating Committee Chair
- Develop a strategic plan for the President Elect's upcoming term

#### **Secretary:**

- Keep minutes of general Alumni Association meetings, executive committee meetings and present them for approval at the following meeting
- Conduct general correspondence for the Alumni and the Alumni Association.
- Serve as advisor to designated committees as requested by the President
- Record all amendments to the Bylaws

#### **Treasurer:**

- Maintain accurate records of income and expenses
- Present a written financial report at each general meeting and executive committee meeting



- Serve as advisor to all committees as requested by the President
- Set all committee budgets when applicable at the beginning of each new year

**Treasurer-Elect:**

- Assume all duties of the Treasurer in the absence of the Treasurer
- Become Treasurer the year following his or her term as Treasurer-Elect
- Automatically become Treasurer in case of a vacancy in the office of Treasurer. This shall not affect the term of office for which the Treasurer-Elect has been elected.
- Assist the Treasurer with the budgeting and monitoring of committee's income and expenses

**Communications Director:**

- Oversees and helps coordinate Summer Gathering
- Assist Summer Gathering Host Committee with communication of events and help bridge the gaps from year to year.
- Help support social events throughout the year in conjunction with TCURM Staff and other TCURM Alumni events.
- Work closely with class agents to maintain a current database of contact information for Alumni

**Class Agents:**

- Class Agents will serve as the active link between their class and the Alumni Association.
- Class Agents are elected by their respective classes.
- Class agents are expected to attend the annual Class Agents meeting ahead of general membership meetings.
- Class Agents will provide an annual update on their classmates in regard to but not limited to updated contact info, business occupations, and accomplishments to the Communications Director.
- In the event that a Class Agent is not able to fill his/her duties, a new Class Agent can be appointed by the Executive Committee.
- In the event neither of the designated Class Agents can make a particular meeting. The Class Agents can appoint another classmate to attend the meeting to represent the class at the meeting.
- Work with the nominating committee to provide slate nominees for Board of Directors/Executive Committee
- Class Agents will vote on the presented slate for both the Board of Directors as well as the Executive Committee to elect new positions from the slate presented by the Nominating Committee.





**Indemnification:**

To the maximum extent permitted or required by Chapter 8 of the Texas Business Organizations Code, as it now exists or as it may be amended in the future, the Alumni Association shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Alumni Association or (ii) while a director or officer of the Alumni Association, is or was serving at the request of the Alumni Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic Alumni Association, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against all expenses (other than taxes (including taxes imposed by Chapter 42 of the Internal Revenue Code), penalties, or expenses of correction), including attorneys' fees, to the fullest extent that a Alumni Association may grant indemnification to a director under the Texas Business Organizations Code, as the same exists or may hereafter be amended. In addition to any indemnification to which a person may be entitled pursuant to the foregoing sentence of this Article, the Alumni Association shall indemnify a foundation manager (as defined in Section 4946(b) of the Internal Revenue Code) for Compensatory Expenses (as hereinafter defined) incurred by or imposed upon such person to the extent, and only to the extent, that when such payment or reimbursement is added to any other compensation paid to such person, such person's total compensation from the Alumni Association is reasonable under Chapter 42 of the Internal Revenue Code. As used herein, a Compensatory Expense shall mean (a) any penalty, tax (including a tax imposed by Chapter 42 of the Internal Revenue Code), or expense of correction that is owed by a person; (b) any expense not reasonably incurred by the person in connection with a proceeding arising out of a person's performance of services on behalf of the Alumni Association; or (c) any expense resulting from an act or failure to act with respect to which a person has acted willfully and without reasonable cause.

The rights conferred by this Article shall be contract rights and shall include the right to be paid by the Alumni Association expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Business Organizations Code, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Alumni Association within ninety (90) days after a written claim has been received by the Alumni Association, the claimant may at any time thereafter bring suit against the Alumni Association to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to also be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Texas Business Organizations Code, but the burden of proving such defense shall be on the Alumni Association. Neither the failure of the Alumni Association (including its Board of Directors or any committee thereof or special legal counsel) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Alumni Association (including its Board of Directors or any committee thereof, or special legal counsel) that such





indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible.

In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of such person's heirs, executors, administrators and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of directors or members, agreement or otherwise.

The Alumni Association may additionally indemnify any person covered by the grant of mandatory indemnification contained in this Article to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The Alumni Association may purchase and maintain insurance or a similar arrangement (including, but not limited to, a trust fund, self-insurance, a security interest or lien on the assets of the Alumni Association, or a letter of credit, guaranty or surety arrangement) on behalf of any person who is serving the Alumni Association (or another entity at the request of the Alumni Association) against any liability asserted against such person and incurred by such person in such a capacity or arising out of the status as such a person, whether or not the Alumni Association would have the power to indemnify such person against that liability under this Article or by statute. Notwithstanding the other provisions of this Article, the Alumni Association may not indemnify or maintain insurance or a similar arrangement on behalf of any person, if such indemnification or maintenance of insurance or similar arrangement would subject the Alumni Association to income tax under the Internal Revenue Code or subject such person to excise tax under the Internal Revenue Code. For purposes of this Article, the term "expenses" includes court costs and attorneys' fees, and the term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding.