

**AMENDED**  
**CONSTITUTION AND BY-LAWS**  
**OF**  
**NORTH CAROLINA A&T STATE UNIVERSITY**  
**AGGIE CLUB, INC.**

A Non-Profit Organization



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NORTH CAROLINA A&T STATE UNIVERSITY  
AGGIE CLUB, INC.

GREENSBORO, NORTH CAROLINA

CONSTITUTION AND BYLAWS

**CONSTITUTION**

I. The NORTH CAROLINA A&T STATE UNIVERSITY AGGIE CLUB INC., hereafter referred to as "AGGIE CLUB," is a non-profit corporation which was created under the laws of the State of North Carolina on the 10<sup>th</sup> day of February, 1989 and has qualified under Section 501(c)(3). The Board of Trustees of NORTH CAROLINA A&T STATE UNIVERSITY (UNIVERSITY) has approved the AGGIE CLUB as an official external athletic support organization of the UNIVERSITY.

II. MISSION AND GOAL

1. MISSION:

The mission of the AGGIE CLUB shall be to promote and encourage supporters and contributors to the NORTH CAROLINA AGRICULTURAL AND TECHNICAL STATE UNIVERSITY INTERCOLLEGIATE ATHLETIC PROGRAM.

2. GOAL:

The goal of the AGGIE CLUB shall be to provide the means by which individuals and supporters may join in a united effort to insure the future growth and development of the North Carolina Agricultural and Technical State University Intercollegiate Athletic Program and to create opportunities for participation of alumni and other supporters in the A&T athletic program; develop and disseminate information that communicates to alumni, other supporters, and the public the athletic excellence of North Carolina A&T State University.

# **BYLAWS**

## **ARTICLE I**

### **MEMBERSHIP**

#### **SECTION I: GENERAL**

The AGGIE CLUB shall consist of geographically defined areas known as CHAPTERS chartered by the EXECUTIVE BOARD.

- A. Membership shall consist of any persons interested in and concerned about the Athletic Program at North Carolina A&T State University.
- B. Membership shall be gained by completing the membership application and submitting the annual dues.
- C. The membership year shall extend from July 1 through June 30 of each year.
- D. The annual dues of each member of the AGGIE CLUB shall be determined and assessed by the EXECUTIVE BOARD each year.
- E. Each member of the AGGIE CLUB shall have access to any activity sponsored by the AGGIE CLUB in the AGGIE CLUB ROOM upon presentation of his or her current membership card. AGGIE CLUB members are permitted to bring one (1) guest into the AGGIE CLUB ROOM for any activity sponsored therein by the AGGIE CLUB. All members and their guest will be expected to conduct themselves in a responsible manner and in the spirit of the AGGIE CLUB. Any member or guest of any member who conducts themselves otherwise in the AGGIE CLUB ROOM will be subject to sanctions by the EXECUTIVE BOARD.

#### **SECTION II: CLASSES OF MEMBERSHIP**

- A. Student Membership
- B. New Member to the AGGIE CLUB
- C. Quarterback Club
- D. Freestyle Club
- E. Homerun Club
- F. Fast Break Club
- G. Match Point Club
- H. High Hurler's Club
- I. Chancellor's 500 Club

### **SECTION III: MEMBERSHIP TERM**

The membership term shall coincide with the fiscal year of the AGGIE CLUB July 1 through June 30.

### **SECTION IV: MEMBERSHIP MEETINGS**

Two (2) general membership meetings of the AGGIE CLUB shall be scheduled during the fiscal year. One of the meetings shall be held in the fall and the other in the spring. Additional meetings may be called with the approval of two-thirds (2/3) of the EXECUTIVE BOARD or by the request of fifty (50) percent of the members and provided there is notice of the meeting and the purpose of the meeting is stated in the notice.

### **SECTION V: MEMBERSHIP CARD ISSUANCE**

A membership card shall be issued to each individual that remits the required amount of dues to the AGGIE CLUB. The membership card shall be used to gain entry into full-body meeting, of the AGGIE CLUB as well as to gain entry into the AGGIE CLUB ROOM and to receive other AGGIE CLUB benefits.

## ARTICLE II

### **EXECUTIVE BOARD OF THE AGGIE CLUB**

#### **SECTION I: MEMBERSHIP IN THE EXECUTIVE BOARD**

The EXECUTIVE BOARD shall be composed of all nationally elected officers of the AGGIE CLUB, all CHAPTER presidents, the immediate past president and two (2) active representatives from each CHAPTER, a Parliamentarian, a representative of the Athletic Department of the UNIVERSITY and another representative of the UNIVERSITY, both of whom shall be appointed by the Chancellor of the UNIVERSITY.

#### **SECTION II: DUTIES**

The EXECUTIVE BOARD shall have charge of the business and interest of the AGGIE CLUB, including the raising and disbursing of budgeted funds. It shall also be the governing body of the AGGIE CLUB. The EXECUTIVE BOARD shall also constitute the board of directors of the AGGIE CLUB.

#### **SECTION III: MEETINGS**

The EXECUTIVE BOARD shall hold four (4) meetings during the fiscal year. Conference calls shall be used when feasible to reduce costs.

#### **SECTION IV: QUORUM**

Ten (10) members of the EXECUTIVE BOARD shall constitute a quorum for

conducting official business, providing all members have been notified of the meeting at least thirty (30) calendar days in advance. In the event of a special call meeting of the EXECUTIVE BOARD, notice of the meeting and also the purpose of the meeting shall be given to members of the EXECUTIVE BOARD at least thirty (30) days in advance of the meeting.

#### **SECTION V: REMOVAL OF EXECUTIVE BOARD MEMBERS**

Members of each respective CHAPTER of the AGGIE CLUB may, by vote, remove their representatives to the EXECUTIVE BOARD.

#### **SECTION VI: VACANCIES ON THE EXECUTIVE BOARD**

Vacancies on the EXECUTIVE BOARD shall be filled by the appointment of replacements by the President and approved by the EXECUTIVE BOARD.

### ARTICLE III

#### **CHAPTERS OF THE AGGIE CLUB**

##### **SECTION I: DEFINITION**

- A. The EXECUTIVE BOARD may authorize the establishment of CHAPTERS in geographic locations where there is sufficient interest.
- B. All CHAPTERS of the AGGIE CLUB are to adhere to and comply with the Constitution and Bylaws and policies of the AGGIE CLUB.
- C. The charter CHAPTERS of the AGGIE CLUB shall be those located in Greensboro, North Carolina, Charlotte, North Carolina, the Triangle area of North Carolina, the State of Virginia and Washington, D.C.

##### **SECTION II: PROCEDURES FOR ORGANIZING CHAPTERS**

- A. At least ten (10) interested persons in a specified geographical location must pay dues to the AGGIE CLUB to indicate their desire to form a local CHAPTER.
- B. The group wishing to organize a CHAPTER should write a letter to the President of the AGGIE CLUB requesting that a CHAPTER be established in their geographical location.
- C. The President of the AGGIE CLUB shall respond in writing to the request within thirty (30) days from receipt of the letter.
- D. New CHAPTERS must demonstrate their viability as a CHAPTER by conducting a meeting to organize and select officers before a chapter will be provided.
- E. The AGGIE CLUB will provide start-up monies to the organizing chapter to defray

the cost of postage and the chartering event as approved by the EXECUTIVE BOARD.

### **SECTION III: ANNUAL OPERATIONS OF CHAPTERS**

- A. Each CHAPTER is required to pay an annual per-member assessment fee to the AGGIE CLUB. The EXECUTIVE BOARD shall regulate the fee.
- B. All AGGIE CLUB CHAPTERS' fiscal year will begin on July 1 and end on June 30 of each year, consistent, with the fiscal year of the AGGIE CLUB.
- C. CHAPTERS must channel all financial athletic assistance through the AGGIE CLUB.
- D. All monies realized in fundraising projects by individual CHAPTERS shall be channeled through the AGGIE CLUB less operating expenses no later than one (1) month following the close of the fiscal year (June 30 of each year).
- E. The AGGIE CLUB shall send each CHAPTER funds for reimbursement for each member from membership dues as established by the EXECUTIVE BOARD by December 31<sup>ST</sup> and June 30<sup>TH</sup> of each fiscal year. All payments are to be accounted for before the close of the fiscal year.
- F. When a CHAPTER sends funds to the AGGIE CLUB, the AGGIE CLUB body will immediately furnish a receipt for the funds back to the CHAPTER treasurer.
- G. CHAPTERS shall provide the AGGIE CLUB with a quarterly report of the CHAPTER'S financial transactions, including assessments and memberships.
- H. Each CHAPTER is required to submit its quarterly financial reports to the EXECUTIVE BOARD on a quarterly basis, and cause to be sent a report of all financial transactions to the EXECUTIVE BOARD in September, January, March and June of each year.
- I. The EXECUTIVE BOARD shall have the power to set a nominal fee to be used for operational expenses.

### **SECTION IV: COMPENSATION OF SERVICE**

- A. ~~No member of the AGGIE CLUB or CHAPTER of the AGGIE CLUB may receive compensation for service or work performed in an officially elected or appointed position of the AGGIE CLUB, or CHAPTER.~~ This provision does not preclude the AGGIE CLUB from entering into a contract with a member for a bona fide service which that member or business does on a professional or business basis."
- B. Members of the AGGIE CLUB performing service or work for the AGGIE CLUB in positions for which they are elected or appointed, may be reimbursed for direct out-of-pocket expenses incurred as a result of such service or work.



Reimbursable expenditures and the respective rates for such must be recommended by the BUDGET COMMITTEE and approved by the EXECUTIVE BOARD before the reimbursements may be made.

## ARTICLE IV

### OFFICERS

#### **SECTION I: ELECTED OFFICERS**

The elected officers of the AGGIE CLUB shall consist of President, Vice-President, Recording Secretary, Corresponding Secretary, Treasurer, and Financial Secretary.

#### **SECTION II: NON-ELECTED OFFICERS**

The non-elected officers of the AGGIE CLUB shall consist of a representative from the Athletic Department of the UNIVERSITY and another representative of the UNIVERSITY who are appointed by the Chancellor, a Parliamentarian and the immediate past President of the AGGIE CLUB. The Parliamentarian shall be appointed by the President and approved by the EXECUTIVE BOARD.

#### **SECTION III: ELECTION AND TERMS OF OFFICERS**

- A. All officers shall be elected for a term of two (2) years. The President can only serve as President for no more than two (2) consecutive terms. All other elected officers may succeed themselves.
- B. All officers of the AGGIE CLUB shall be elected in May of each year and shall be installed in the month of June prior to the end of the fiscal year.
- C. Voting shall be by mail ballot by members of the AGGIE CLUB. The ballot will be provided to all persons who have submitted membership dues as of March 31st of the fiscal year in which the election will take place.

#### **SECTION IV: QUALIFICATIONS FOR ELECTION TO OFFICE**

- A. Persons nominated for an office of the AGGIE CLUB must have been a member of a CHAPTER for at least two (2) years prior to the election.
- B. Nominations of officers can be made by an active member of the AGGIE CLUB, a CHAPTER or the EXECUTIVE BOARD.
- C. Before being placed on the ballot, all nominees must complete and sign the nominee form indicating their willingness to serve in the specific office should they be elected.

## ARTICLE V

### DUTIES OF OFFICERS

#### **SECTION I: DUTIES OF ELECTED OFFICERS**

##### **A. THE PRESIDENT SHALL:**

1. Preside over all meetings of the EXECUTIVE BOARD.
2. Appoint the necessary committees to execute the business of the AGGIE CLUB.
3. Call special meetings when deemed necessary.
4. Make such interpretations and decisions as may be necessary.
5. Be an ex-officio member of all committees except the nominating committee.
6. CO-SIGN ALL CHECKS disbursed by the AGGIE CLUB.
7. Close out or transition all outstanding activities before leaving office.
8. Be the official representative and spokesperson for the AGGIE CLUB, unless he otherwise designates a representative to do so.
9. Ensure that all committees and officers act in accordance with the policies, Constitution and Bylaws of the AGGIE CLUB and consistent with the non-profit status of the AGGIE CLUB.
10. Be bonded in an amount determined by the EXECUTIVE BOARD.

##### **B. THE VICE-PRESIDENT SHALL:**

1. Assume the duties and responsibilities of the President in the absence of the President.
2. Perform any duties designated by the President or the EXECUTIVE BOARD.
3. Shall preside over the EXECUTIVE BOARD meetings in the absence of the President.

##### **C. THE RECORDING SECRETARY SHALL:**

Record and maintain the minutes of all meetings of the EXECUTIVE BOARD and perform such duties as are common to the office.

##### **D. THE CORRESPONDING SECRETARY SHALL:**

1. Draft all correspondences of the EXECUTIVE BOARD as directed by the President.

2. Perform the duties of the Recording Secretary in his/her absence.
3. Maintain and distribute an up-to-date membership roster to CHAPTER presidents on a quarterly basis.

E. THE TREASURER SHALL:

1. Receive and disburse all monies and receipt the same to the financial secretary, deposit all funds in a bank approved by the EXECUTIVE BOARD.
2. Transfer funds from the bank to the investment account for use for athletic assistance.
3. Prepare financial reports showing receipts and disbursements and shall present such reports at all EXECUTIVE BOARD meetings.
4. Submit a yearly financial and treasurer report to each member of the AGGIE CLUB.
5. Be bonded in an amount determined by the EXECUTIVE BOARD.
6. Receive and disburse funds under the direction of President and EXECUTIVE BOARD.
7. CO-SIGN ALL CHECKS disbursed by the AGGIE CLUB, along with the President.
8. Disperse monies only upon receipt of a voucher signed by the Financial Secretary and the President.
9. Shall submit a financial report of the AGGIE CLUB at each general membership meeting of the AGGIE CLUB.

F. THE FINANCIAL SECRETARY SHALL:

1. Receive payment of all dues by members and maintain a ledger of each member's account.
2. Turn over to the treasurer all monies received and obtain a receipt therefore.
3. Maintain a record of how monies are allocated according to the approved budget.
4. Issue vouchers for all authorized transfers and payments.
5. Submit quarterly reports at each meeting of the EXECUTIVE BOARD.
6. Be bonded in an amount determined by the EXECUTIVE BOARD.

## **SECTION II: NON-ELECTED OFFICERS**

The non-elected officers shall:

1. Be a non-voting member of the EXECUTIVE BOARD.
2. Function as consultants on the EXPANSION COMMITTEE.
3. Function as fund-raising consultants to the AGGIE CLUB.

## ARTICLE VI

### STANDING COMMITTEES

#### **SECTION I: APPOINTMENTS**

After the election, the President shall appoint members of the EXECUTIVE BOARD as chairpersons of the following committees:

- A. Annual Operation and Capital Budget Committee
- B. Membership Committee/Expansion Committee
- C. Nominations/Elections Committee
- D. Social and Awards Committee
- E. Fundraising Committee
- F. Investment Committee
- G. Audit Committee

Each of the Committees shall consist of no less than three (3) members and no more than five (5) members of the AGGIE CLUB.

#### **SECTION II: DUTIES OF STANDING COMMITTEES**

- A. The ANNUAL OPERATION AND CAPITAL BUDGET COMMITTEE shall annually prepare a budget and present it to the EXECUTIVE BOARD for approval prior to April 1 of each year and it shall monitor all financial transactions of the AGGIE CLUB.
- B. The MEMBERSHIP EXPANSION COMMITTEE shall annually direct a membership campaign for the AGGIE CLUB. Also, it shall assist in establishing additional CHAPTERS and conduct an installation ceremony for new CHAPTERS.

C. The NOMINATIONS/ELECTIONS COMMITTEE shall prepare for and direct the election of all officers. This COMMITTEE shall be selected sixty (60) days prior to the scheduled election.

More specifically:

1. The NOMINATIONS/ELECTION COMMITTEE shall consist of at least five (5) persons: two (2) are appointed by the President and three (3) or more elected by the EXECUTIVE BOARD.
2. The NOMINATIONS/ELECTIONS COMMITTEE shall determine the process to be used in nominating candidates for office and shall communicate this process to the EXECUTIVE BOARD and to members of the AGGIE CLUB.
3. After completion of the nominations process, the committee shall then be responsible for conducting the AGGIE CLUB election process.

D. The SOCIAL AND AWARDS COMMITTEE shall make recommendations for any awards to the EXECUTIVE BOARD and shall conduct any social activities authorized by the AGGIE CLUB.

E. The FUNDRAISING COMMITTEE shall plan, organize, and implement all fundraising activities for the AGGIE CLUB as well as issue quarterly reports on the status of the fund raising activities.

F. The INVESTMENT COMMITTEE shall, upon the approval of the EXECUTIVE BOARD, invest funds in an investment account that will yield good, long-term, positive growth with minimum risk as well as issue quarterly reports to the AGGIE CLUB.

G. The AUDIT COMMITTEE shall:

1. Cause all of the financial transactions of the AGGIE CLUB to be audited annually by an independent certified public accounting firm.
2. Receive the annual report of the independent certified public accounting firm that conducts the annual audit of the AGGIE CLUB and its relevant tax forms.
3. Have no employee of the University as a member of this committee.
4. Have no employee of the AGGIE CLUB to serve on this committee or any committee of the AGGIE CLUB which has an audit function.
5. Present each of the reports of the independent certified public accountant to the EXECUTIVE BOARD.

## ARTICLE VII

### FINANCIAL AND ACCOUNTING CONTROLS

#### **SECTION I: SOUND ACCOUNTING AND BUSINESS PRINCIPLES**

The AGGIE CLUB shall use sound fiscal and business principles and it shall insure that a sound internal control structure is in place. It shall follow generally accepted accounting procedures.

#### **SECTION II: ANNUAL CPA AUDIT**

The AGGIE CLUB shall be audited on an annual basis by an independent certified public accountant firm. A certified public accountant firm providing an audit for the AGGIE CLUB may not provide non-auditing services to the AGGIE CLUB other than tax preparation services that are pre-approved by the AUDIT COMMITTEE.

Each fiscal year, the EXECUTIVE BOARD must provide copies of the audit report, management letters, and response to management letters to the Chancellor of the UNIVERSITY.

#### **SECTION III: ANNUAL BUDGETS**

The EXECUTIVE BOARD shall create an annual operations and capital budget each year for the AGGIE CLUB.

#### **SECTION IV: OFFICER AND EMPLOYEE COMPENSATION**

All salary and non-salary compensation provided by the AGGIE CLUB to any of its officers and employees must be approved in writing by the EXECUTIVE BOARD.

#### **SECTION V: MONETARY TRANSFERS**

All transfers of funds from the AGGIE CLUB to the UNIVERSITY must be documented in writing or electronically in a form that has a retrievable trail.

#### **SECTION VI: CHIEF EXECUTIVE OFFICER**

The Chief Executive Financial Officer of the UNIVERSITY may not be the Chief Executive Officer of the AGGIE CLUB.

#### **SECTION VII: AUDIT FINDINGS**

Within ninety (90) days of the issuance of the audit with audit findings, the AGGIE CLUB is to demonstrate to the Chancellor of the UNIVERSITY or Vice-Chancellor of the UNIVERSITY for finance that satisfactory progress has been made to implement a corrective action plan to cure any deficiencies shown in the audit.

## ARTICLE VIII

### INSURANCE AND BONDING

#### **SECTION I: BONDING REQUIRED**

Officers and employees of the AGGIE CLUB who have check signing authority or who handle cash or negotiable instruments for the AGGIE CLUB must be bonded in an amount determined to be reasonable by the EXECUTIVE BOARD.

#### **SECTION II: LIABILITY INSURANCE**

The EXECUTIVE BOARD of the AGGIE CLUB must consider whether to obtain general liability and directors'/officers' insurance in an amount determined to be reasonable by the EXECUTIVE BOARD.

## ARTICLE IX

### PROVISION OF ADMINISTRATIVE AND OTHER SERVICES BY THE UNIVERSITY FOR THE AGGIE CLUB

#### **SECTION I: WRITTEN AGREEMENT REQUIRED**

All services provided by the UNIVERSITY for the AGGIE CLUB, including the use of the UNIVERSITY assets, facilities, and personnel, must be pursuant to a written agreement setting forth the terms under which such services will be provided.

#### **SECTION II: REIMBURSEMENT OF COSTS**

Any reimbursement to the UNIVERSITY for services, which the UNIVERSITY provides to the AGGIE CLUB, must be made pursuant to a written agreement between the UNIVERSITY and the AGGIE CLUB entered into before the service is provided.

#### **SECTION III: CONTROL OF UNIVERSITY PERSONNEL**

When the UNIVERSITY personnel provide services for the AGGIE CLUB and there arises a conflict between the UNIVERSITY and the AGGIE CLUB the UNIVERSITY'S employee must comply with the policies, regulations, and directives of the UNIVERSITY.

## ARTICLE X

### ACCEPTANCE OF GIFTS BY THE AGGIE CLUB

#### **SECTION I: RESTRICTIVE GIFTS THAT REQUIRE UNIVERSITY APPROVAL**

The AGGIE CLUB may not accept any restricted or conditional gifts that impose an obligation on the UNIVERSITY or the STATE to expend resources in addition to the gifts without first receiving the UNIVERSITY'S approval. In addition thereto, the AGGIE CLUB may not accept a gift which has any restriction that is unlawful.

#### **SECTION II: NOTIFICATION OF RESTRICTED GIFTS POLICES**

The AGGIE CLUB must advise prospective donors of all prospective or conditional gifts to the AGGIE CLUB if acceptance of the gifts is conditional upon the UNIVERSITY'S approval.

#### **SECTION III: COORDINATION WITH UNIVERSITY'S DEVELOPMENT OFFICE**

In soliciting and accepting gifts in the name of the UNIVERSITY, the AGGIE CLUB must coordinate with the UNIVERSITY'S Development Office.

## ARTICLE XI

### CONFLICT OF INTEREST AND ETHICS POLICIES

#### **SECTION I: POLICIES REQUIRED**

The AGGIE CLUB must have in place conflict of interest and ethics policies as pertaining to relationships between the UNIVERSITY, the AGGIE CLUB, members of the EXECUTIVE BOARD and persons doing business with the AGGIE CLUB and it must establish required ethical standards for members of the EXECUTIVE BOARD and employees of the AGGIE CLUB.

#### **SECTION II: TRANSACTIONS BETWEEN THE AGGIE CLUB AND ITS EMPLOYEES**

All transactions, including certain reimbursements, between the AGGIE CLUB and an officer, director, or employee of the AGGIE CLUB must be approved by the EXECUTIVE BOARD.



### **SECTION III: RECUSAL FROM BUSINESS DECISIONS**

No officer, director, or employee of the AGGIE CLUB having a private business interest in an AGGIE CLUB business transaction may be involved in the decision with respect to whether the AGGIE CLUB should enter into such transaction.

### **SECTION IV: THE AGGIE CLUB SCHOLARSHIP**

No AGGIE CLUB scholarship or fellowship award may be made to an officer, director, or employee of the AGGIE CLUB or to a family member of such person unless the recipient of the award is determined by an independent awards committee.

## ARTICLE XII

### **CONFLICT OF INTEREST**

A. A conflict of interest transaction is a transaction with the AGGIE CLUB in which a member of the EXECUTIVE BOARD or officer of the AGGIE CLUB has a direct or indirect interest. A conflict of interest transaction is not voidable by the AGGIE CLUB solely because of the interest of the member of the AGGIE CLUB or officer in the transaction if any one of the following is true:

(1) The material facts of the transaction and interest of the member of the EXECUTIVE BOARD or officer were disclosed or known to the EXECUTIVE BOARD and the EXECUTIVE BOARD authorized, approved or ratified the transaction;

(2) The material facts of the transaction and the interest of the member of the EXECUTIVE BOARD or office were disclosed or known to the members entitled to vote and they authorized, approved or ratified the transaction; or

(3) The transaction was fair to the AGGIE CLUB.

B. A member of the EXECUTIVE BOARD or officer of the AGGIE CLUB has an indirect interest in a transaction if:

(1) Another entity in which he has a material financial interest or in which he is a general partner, is a party to the transaction;

(2) Another entity of which he is a director, officer or trustee is a party to the

transaction and the transaction is or should be considered by the EXECUTIVE BOARD.

- C. A conflict of interest transaction is authorized approved, or ratified if it receives the affirmative vote of a majority of the members of the EXECUTIVE BOARD who have no direct or indirect interest in the transaction but a transaction shall not be authorized, approved or ratified by a single member of the EXECUTIVE BOARD, if a majority of the members of the EXECUTIVE BOARD who have no direct or indirect interest in the transaction vote to authorize, approve, ratify the transaction, a quorum is present for the purpose of taking action under the provision. The presence of or a vote cast by a member of the EXECUTIVE BOARD with a direct or indirect interest in the transaction does not affect the validity of any action taken under the Subdivision (A)(1) above if the transaction is otherwise, authorized, approved, or ratified as provided in that subdivision.
- D. For purposes of Subdivision (A)(2) above, a conflict of interest transaction authorized, approved or ratified by the members of the EXECUTIVE BOARD if it receives a majority of the votes entitled to be counted under the provision. Votes cast by or voted under the control of a member of the EXECUTIVE BOARD who has a direct or indirect interest in the transaction and vote cast by or voted under the control of an entity described in Subdivision B(1) of this section shall not be counted in a vote of the members of the EXECUTIVE BOARD to determine whether to authorized, approve, or ratify a conflict of interest transaction under subdivision (A)(2) of this section. The majority of the votes, whether or not present, they are entitled to be cast in a vote on the transaction under this subsection constitutes a quorum for the purpose of taking action under this section.

### ARTICLE XIII

#### REPORTS REQUIRED TO BE SUBMITTED BY THE AGGIE CLUB TO THE UNIVERSITY

1. The AGGIE CLUB must file annual reports with the Chancellor of the University covering the following items:
  - (a) A list of all members of the EXECUTIVE BOARD of the AGGIE CLUB.
  - (b) A copy of the publicly disclosed portion of the AGGIE CLUB'S Form 990 or series 990 Form.

- (c) A copy of the AGGIE CLUB'S annual CPA audit report and related management letters and responses to management letters.
2. At the request of the Chancellor of the UNIVERSITY or the Chairman of the Board of Trustees of the UNIVERSITY for an articulated legitimate reason, the AGGIE CLUB must meet with the requesting person, his or her designee or the internal auditor of the UNIVERSITY and allow that person to inspect any of the following information that is related to the articulated reason:
- (a) A description of all monetary transfers from the AGGIE CLUB to the UNIVERSITY.
  - (b) A description of all transactions entered into during the year between the AGGIE CLUB and the UNIVERSITY.
  - (c) A copy of the AGGIE CLUB'S operating and capital expenditure budget for the year and a comparison of actual expenditures to budgeted expenditures.
  - (d) A description of real estate purchases, material capital leases and investment/financing arrangements entered into during the year.
  - (e) Copies of the minutes of all regular and special of the meetings of the EXECUTIVE BOARD.
  - (f) The portion of the 990 Form that are not publicly disclosed and all other federal and state tax returns; and
  - (g) Any and all documents and records which are relevant to the articulated reason.

## ARTICLE XIV

### MISCELLANEOUS REQUIREMENTS

#### **SECTION I: AGGIE CLUB COMMUNICATIONS**

The AGGIE CLUB must conduct business in its own name and all correspondence, advertisements, and other communications by the AGGIE CLUB must clearly indicate that the communication is from the AGGIE CLUB and not from UNIVERSITY.

**SECTION II: LOBBYING AND POLITICAL ACTIVITIES**

The AGGIE CLUB must comply with all provisions of the Internal Revenue Code and all State laws regarding lobbying and political activity.

**SECTION III: AGGIE CLUB COURSES AND SEMINARS**

The AGGIE CLUB may not offer any course or seminar in which the UNIVERSITY'S name is used without first obtaining the permission of the UNIVERSITY.

**SECTION IV: DESTRUCTION OF DOCUMENTS**

The AGGIE CLUB must have a policy governing retention and destruction of documents including electronic files and which prohibits destruction of documents if an investigation into wrongdoing or litigation is anticipated or underway.

ARTICLE XV

**AMENDMENTS AND PROCEDURES**

The CONSTITUTION AND BYLAWS may be amended by a two-thirds (2/3) vote of the members of the EXECUTIVE BOARD. Prior to the vote, the proposed amendment(s) shall have been presented to the EXECUTIVE BOARD for approval. All proposed amendments shall be sent to all members of the AGGIE CLUB prior to presentation. The CONSTITUTION AND BYLAWS shall be reviewed annually by the EXECUTIVE BOARD.

Adopted and approved by members of the EXECUTIVE BOARD on the \_\_\_\_\_ day of \_\_\_\_\_, 2006 and effective this same date.

\_\_\_\_\_  
Recording Secretary