

ASPPN Bylaws

ARTICLE I. NAME AND LOGO

The name of this organization shall be Aggies Starting Projects, Private Foundations, and NPOs (ASPPN). The ASPPN Board of Directors shall regulate the use of the ASPPN logo.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

This organization's specific purpose shall be to enable its members to complete community service by providing instruction and assistance in the formation and development of skills needed to operate successful service projects, and 501(c)(3) organizations such as Private Foundations and NPOs. Furthermore, ASPPN will provide means for labor sharing and collaboration between its affiliated projects and service organizations to better serve the Bryan/ College Station area as well as promoting leadership skills and an entrepreneurial mindset.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Membership for this association is open to all Texas A&M students who meet the criteria stated below and show a positive interest in the mission and purpose of ASPPN. Selection is done via interviews, written applications, and the signing of the ASPPN Membership Agreement, which are reviewed and approved by the ASPPN Board of Directors and Advisor.

Section 2. Annual Dues

Membership dues may be charged if the ASPPN Board of Directors vote to charge them. Votes can be only be counted if they are signed by the individual casting it. Membership dues can be charged no more frequently than once a semester of the Texas A&M school year. The dollar amount of any dues or fees is up to the discretion of the ASPPN Board of Directors and may change as needed. Any members who joined before the decision to charge dues will not be forced to pay them, but benefits funded by such fees may also be denied them unless they pay their dues. The membership of those who join after the decision to require dues has been made will be contingent upon being up-to-date on membership dues. The amount required for annual dues may be changed by a majority vote of the ASPPN Board of Directors. Votes can be only be counted if they are signed by the individual casting it.

Section 3. Rights of Members

Each member shall be eligible to access any service provided by ASPPN to its members unless such services are limited to members of committees. Members of ASPPN, in accordance with applicable federal and state law, will not face discrimination, including harassment, on the basis of race, color, national or ethnic origin, religion, sex, disability, age, sexual orientation, or veteran status by other members of ASPPN.

Section 4. Resignation And Removal

Section 4.1 Resignation

Non-Officer Members may only resign once their obligations to their Project, Private Foundation, or NPO has been fulfilled to a degree acceptable enough for their ASPPN Project Leader, or their President of their affiliated Private Foundation or NPO. If the member is a member of the ASPPN Financial Review Committee, they must fulfill their obligations to an acceptable degree for the Chief Financial Review Officer of ASPPN to give them a written note of dismissal. If the member is uninvolved with a Project, Private Foundation, NPO, and is not a member of the ASPPN Financial Review Committee, they will not need to gain the approval of any officer beyond that of the President of ASPPN. To formally resign, members will need to submit a written note, which is signed by the resigning member and the officer they required approval from as specified above, to the President of ASPPN who will decide if the member may resign. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

Section 4.2 Removal

Any member not on the ASPPN Board of Directors may be removed from ASPPN by the majority vote of the ASPPN Board of Directors. Votes can be only be counted if they are signed by the individual casting it. Members to be removed from ASPPN must receive a written notice or email alerting them that the ASPPN Board of Directors will vote on their removal at least two weeks prior to the vote. The notice shall include at what time, where, and on what day the vote regarding their removal shall be held. The ASPPN Board of Directors must allow the member to be removed one chance to defend themselves to the ASPPN Board of Directors before the day the vote is to be held if the member requests it. The member whose removal is to be voted on may not request a hearing to defend themselves on a date later than the date specified on their notice that a vote on their removal is to be held. If the member whose removal is to be voted on fails to attend the hearing they requested, the ASPPN Board of Directors shall not be required to extend another chance for a hearing. The member will be allowed to schedule a meeting with the ASPPN Board of Directors to defend themselves from the date the member to be removed was given their written notice or email alert until the day of the vote on their removal. If the member is removed, the ASPPN Board of Directors will only be able to forbid the removed member from participating in ASPPN activities, being a member of affiliated Projects, serving on any ASPPN committee, and associating with the ASPPN name. The removal of members from affiliated Private Foundation and NPOs is up to the officers of the Private Foundation or NPO which the removed member was participating in.

Section 5. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

General ASPPN membership meetings will be held at least once a month.

Section 2. Annual Meetings

The required annual meeting of members will be held during the first month of the Texas A&M school year. The specific date, time and location of which will be designated by the ASPPN Board of Directors. At the annual meeting the members shall elect ASPPN Directors, and determine the direction of the association for the coming year.

Section 3. Special Meetings

Special or emergency general ASPPN membership meetings may be called by the President of ASPPN sending a group email.

Section 4 Notice of Meetings

The notice for membership meetings will be a calendar on the ASPPN website as well as a group email.

Section 5. Quorum

A quorum for a meeting of the general membership of ASPPN shall consist of the ASPPN Board of Directors in attendance, plus the Presidents of affiliated Private Foundations or NPOs, plus ASPPN Project Leaders, plus at least half of the members of ASPPN which have not participated in an affiliated Project, Private Foundation, or NPO and are not members of the ASPPN Financial Review Committee.

Section 6. Voting

A simple majority of The Board of Directors will be needed for approval of an item at membership meetings. Votes can be only be counted if they are signed by the individual casting it. This is the case unless otherwise required by law, or a Director of ASPPN is being elected in which case a simple majority of votes of all the members of ASPPN who willingly participate will be needed. Votes can be only be counted if they are signed by the individual casting it.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of ASPPN 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 of ASPPN and the property belonging exclusively to ASPPN.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors of ASPPN shall be fixed from time-to-time by the ASPPN Board of Directors but shall consist of no less than three. Members are eligible. Officers which serve on the ASPPN Board of Directors will include the President of ASPPN, the Secretary of ASPPN, the Chief Financial Review Officer of ASPPN, the Treasurer of ASPPN, and the Chief Risk Assessment Officer of ASPPN. The members of the ASPPN Board of Directors shall, upon

election, immediately enter into the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the ASPPN Board of Directors must be approved by a majority vote of the willing members present and voting during a general ASPPN meeting. No vote on new positions of the ASPPN Board of Directors shall be held unless a quorum of the ASPPN Board of Directors is present as provided in Section 6 of this Article. No two members of the ASPPN Board of Directors related by blood or marriage/ domestic partnership within the second degree of consanguinity or affinity may serve on the ASPPN Board of Directors at the same time. Each member of the ASPPN Board of Directors shall be a member of ASPPN whose membership dues, if any, are paid in full and shall hold office for up to a calendar-year term unless they will graduate from Texas A&M before their term expires. Each member of the ASPPN Board of Directors should not have more than three cumulative unexcused absences to any meeting. Each member of the ASPPN Board of Directors will be allowed at most two unexcused absences from ASPPN general membership meetings and one meeting of the ASPPN Board of Directors during their current term. Each member of the ASPPN Board of Directors must be eligible to be an officer of a Texas A&M student organization as specified in Texas A&M Student Rule 41.

Section 3. Regular Meetings

The ASPPN Board of Directors shall meet at least once per month at a location designated by the ASPPN Executive Committee of the ASPPN Board of Directors. ASPPN Directors may attend meetings by telephone or Skype in the case they are unable to physically attend a meeting. The ASPPN Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the ASPPN Board.

Section 4. Special Meetings

Any member of the ASPPN Board of Directors or ASPPN Executive Committee may call a special or emergency ASPPN Board of Directors meeting at any time. Special or emergency ASPPN Board meeting can be called verbally in person, over Skype, by phone call, or through written electronic means such as email, chatrooms, text messages, or any other common method of communication. All members of the ASPPN Board of Directors must be notified before a special or emergency board meeting may be held. The meeting can only begin once there are at least enough ASPPN Board of Directors members present, either in person, or by means of phone call, Skype, or any other live method of communication to constitute a majority of the ASPPN Board of Directors. The member of the ASPPN Board of Directors who called the meeting may fix any location, as the place for holding the special meeting of the ASPPN Board of Directors.

Section 5. Notice

ASPPN Board of Directors members will be notified of regular ASPPN Board meetings by a calendar on the ASPPN website, as well as by email before the day of the meeting. Any ASPPN Director may waive notice of any meeting. The attendance of an ASPPN Director at any meeting shall constitute a waiver of notice of such meeting, except where an ASPPN Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the ASPPN Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum

The presence, in person, or by telephone or Skype in the case a member of the ASPPN Board of Directors is unable to physically attend a meeting, of a majority of current members of the ASPPN Board of Directors shall be necessary at any normal ASPPN Board of Directors meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the ASPPN Board of Directors present at a meeting at which a quorum is present shall be the act of the ASPPN Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Removal

Any member of the ASPPN Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article or elsewhere in the ASPPN Bylaws or the ASPPN Constitution shall be able to be removed from the ASPPN Board of Directors. In order to remove a director of ASPPN, a member of ASPPN must submit a written request for a vote to remove a director of ASPPN to the ASPPN Board of Directors at a general membership meeting of ASPPN to the Secretary of ASPPN. Upon the submission of a written request for a vote to remove a director of ASPPN, the director who is to be considered for removal shall be immediately notified. The vote on whether or not to remove the director shall be held during the next general membership meeting of ASPPN. During the meeting when the vote shall take place, the member who submitted the request will identify why he or she had done so, and the director whose hold over his or her position is to be voted on will be given a hearing to defend themselves. The removal of the director shall be decided by a majority vote of all the members of ASPPN who willingly participate. Votes can be only be counted if they are signed by the individual casting it. Directors of ASPPN may also be removed for fraudulent, illegal, or other unethical behavior as well as any actions which violate the Texas A&M Student Rules.

Section 8. Vacancies

During the next general membership meeting of ASPPN after the vacancy occurs, a director of ASPPN shall bring up the issue of the vacancy and present a candidate they believe would be well suited to the position. Regardless of this candidate's refusal or acceptance, any willing member of ASPPN may step forward as another candidate for the position. Then a majority vote of all the members of ASPPN who willingly participate will occur. Votes can be only be counted if they are signed by the individual casting it. If there are no willing candidates, the President of ASPPN may appoint a member of ASPPN to the vacant position until a willing candidate presents themselves. If multiple willing candidates present themselves simultaneously, a majority vote of all the members of ASPPN who willingly participate will occur. Votes can be only be counted if they are signed by the individual casting it. Vacancies may be created according to specific methods approved by the ASPPN Board of Directors.

Section 9. Compensation

Members of the ASPPN Board of Directors shall not receive any monetary compensation for their services as Directors of ASPPN.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the ASPPN Board of Directors, or any action which may be taken at a meeting of the ASPPN Board of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by majority of all of the members of the ASPPN Board of Directors following a notice of the intended action to all members of the ASPPN Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about ASPPN or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a legal need to know, the disclosure of such information is in furtherance of ASPPN's purposes, or can reasonably be expected to benefit ASPPN. The President of ASPPN shall use discretion and good business judgment in discussing the affairs of ASPPN with third parties. Without limiting the foregoing, Directors of ASPPN may discuss upcoming fundraisers, as well as the purposes and functions of ASPPN, including but not limited to accounts on deposit in financial institutions. Each Director of ASPPN shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the ASPPN Board of Directors.

Section 12. ASPPN Advisory Council

An ASPPN Advisory Council may be created whose members may be elected by the members of the ASPPN Board of Directors annually but who may have no duties, voting privileges, nor obligations for attendance at regular meetings of the ASPPN Board of Directors. ASPPN Advisory Council members may attend said meetings at the invitation of a member of the ASPPN Board of Directors. Members of the ASPPN Advisory Council shall possess the desire to serve the community and support the work of ASPPN by providing expertise and professional knowledge. Members of the ASPPN Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the ASPPN Advisory Council.

Section 13. Parliamentary Procedure

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

ARTICLE VI. OFFICERS

The officers of the ASPPN Board of Directors shall be the President of ASPPN, the Secretary of ASPPN, the Chief Financial Review Officer of ASPPN, the Treasurer of ASPPN, and the Chief Risk Assessment Officer of ASPPN. All officers which serve on the ASPPN Board of Directors must have the status of active members of the ASPPN Board of Directors. Officers of ASPPN who do not serve on the ASPPN Board of Directors include ASPPN Project Leaders, and the Presidents, Secretaries, Treasurers, and other officers of affiliated Private Foundations and NPOs.

Section 1. The ASPPN Board of Directors

Section 1.1 President of ASPPN

The President of ASPPN shall approve the formation and annexation of Projects, Private Foundations, and NPOs which are to be affiliated with ASPPN. They shall run club meetings and preside as chairperson of both the ASPPN Board of Directors and ASPPN Executive Committee. They shall oversee the overall functions of ASPPN. They shall attend every ASPPN Board of Directors meeting and general ASPPN membership meeting. They shall be the person who shall act as the primary contact for Texas A&M University as well as third parties unaffiliated with ASPPN. They shall communicate, advise, and represent the officers of affiliated Projects, Private Foundations, and NPOs during general ASPPN meetings. They shall assist the Secretary of

ASPPN with the completing and renewing of the Texas A&M student organization recognition process. They shall assist the Treasurer of ASPPN to oversee the financial activities of ASPPN and the ASPPN SOFC bank account. They shall assist the Chief Financial Review Officer of ASPPN with the review of ASPPN financial reviews for inaccuracies. They shall appoint and remove ASPPN Project Leaders. They shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President. They shall be responsible for the physical maintenance of all Applications For Affiliation For A Pre-Existing 501(c)(3) forms, and Applications To Form An Affiliated 501(c)(3) Or Project forms. They shall attend all meetings of the ASPPN Executive Committee and act as chairperson of the ASPPN Executive Committee.

Section 1.2 Secretary of ASPPN

The Secretary of ASPPN shall be responsible for writing and maintaining the minutes of the ASPPN general membership meetings as well as those of the ASPPN Board of Directors and ASPPN Executive Committee. They shall prepare meeting agendas. They shall attend every ASPPN Board of Directors meeting and general ASPPN membership meeting. They shall oversee social media accounts such as MaroonLink, GroupMe, and historian activities (photos, historical info, etc). They shall assist the President of ASPPN with the completing and renewing of the Texas A&M student organization recognition process. They shall serve as the President of ASPPN in the case the President of ASPPN is unable to attend a meeting or otherwise fulfill the full role of the office of President of ASPPN. They shall attend all meetings of the ASPPN Executive Committee. They shall assist the Chief Financial Review Officer with the review of ASPPN financial reviews for inaccuracies. They shall be responsible for the physical maintenance of all votes, requests for the removal of an ASPPN officer or member, and ASPPN Membership Agreements, as well as potential member applications until the applicant is either approved or denied ASPPN membership.

Section 1.3 Chief Financial Review Officer of ASPPN

The Chief Financial Review Officer of ASPPN shall manage the activities of the ASPPN Financial Review Committee and communicate with the academic advisor. They shall be responsible for reviewing the work of the members of the ASPPN Financial Review Committee for inaccuracies. They shall attend every ASPPN Board of Directors meeting and general ASPPN membership meeting. They shall be responsible for the ASPPN website, the records and documents which are stored on the ASPPN website, as well as maintaining physical copies of the financial reports which are submitted to the ASPPN Financial Review Committee. They shall upkeep a calendar of events and important dates. They shall serve as the chairperson of the

ASPPN Financial Review Committee. They shall attend all meetings of the ASPPN Executive Committee. They shall assist the Treasurer of ASPPN with the recording of financial events and the creation of financial documents for ASPPN.

Section 1.4 Treasurer of ASPPN

The Treasurer of ASPPN shall oversee financial activities, and manage the ASPPN Student Organization Finance Center (SOFC) account alongside the President of ASPPN. They shall attend every ASPPN Board of Directors meeting and general ASPPN membership meeting. They shall present a report on the current finances of ASPPN at every ASPPN Board of Directors meeting, as well as those of any affiliated Projects, Private Foundations or NPOs upon request by other members of the ASPPN Board of Directors. They shall be responsible for the physical maintenance of all acquired contracts and other legal documents belonging to ASPPN, or affiliated Projects, and complete the online SOFC fiscal quiz annually within the recognition cycle for ASPPN as a student organization of Texas A&M. They shall assist the Chief Financial Review Officer of ASPPN with the recording of financial events and the creation of financial documents for ASPPN, and provide counsel to affiliated Projects, Private Foundations, and NPOs on how to best manage their financial resources.

Section 1.5 Chief Risk Assessment Officer of ASPPN

The Chief Risk Assessment Officer of ASPPN shall identify and assess the risks involved with ASPPN activities, or those of affiliated Projects, and submit necessary documents (i.e. reports, concession forms, etc.) to Texas A&M. They shall identify and assess the risks involved with the activities of affiliated Private Foundations and NPOs and submit necessary documents (i.e. reports, concession forms, etc.) to Texas A&M. They shall provide counsel to affiliated Projects, Private Foundations, and NPOs on how to avoid any identified risks, as well as guidance on how to structure activities so that future risks are minimized. They shall present a report of identified risks of the activities of ASPPN, as well as affiliated Projects at every ASPPN Board of Directors meeting, as well as a report of identified risks of the activities of affiliated Private Foundations, and NPOs, upon request. They shall serve as a primary contact with the Advisor and maintain a truthful flow of communication with the Advisor about current and future risks to ASPPN, its affiliated Projects, Private Foundations, NPOs, and its members. They shall maintain communication with the officers of affiliated Projects, Private Foundations, and NPOs about their progress and plans to undertake new activities. They shall attend every ASPPN Board of Directors meeting and general ASPPN membership meeting.

Section 2. Officers Who Are Not Members of The ASPPN Board of Directors

Section 2.1 Presidents of Affiliated Private Foundations or NPOs

Presidents of affiliated Private Foundations or NPOs will be required to attend every general membership ASPPN meeting, handle the internal disputes of their organization and report those which are unresolved to the President of ASPPN, and maintain a truthful flow of communication with the President of ASPPN and Chief Risk Assessment Officer of ASPPN about the progress of their organization. They will be responsible for the success or failure of their organization. They will allow the ASPPN Financial Review Committee to preform at least one financial review of their organization every calendar year.

Section 2.2 Treasurers, Secretaries and Other Officers of Affiliated Private Foundations or NPOs

Treasurers, Secretaries, and Other Officers of affiliated Private Foundations or NPOs will be responsible for providing an accurate and complete record of their organization's finances to the ASPPN Financial Review Committee upon request by the ASPPN Financial Review Committee. They shall be responsible for proper management of their organization's funds, and the continuous search for the most effective way to utilize their organization's funds. They shall be responsible for creating an accurate and complete page on the ASPPN website for their affiliated organization. They will also be responsible for logging the service hours of their members who request it. They will allow the ASPPN Financial Review Committee to preform at least one financial review of their organization every calendar year.

Section 2.3 ASPPN Project Leaders of Affiliated Projects

ASPPN Project Leaders of affiliated Projects will be responsible for an accurate record of the project's finances, the logging of the service hours of their members who request it, and the success or failure of their project. They shall be responsible for the creation of an accurate and complete page on the ASPPN website for their project. They will be required to attend every general membership ASPPN meeting, handle internal disputes of their project and report those which are unresolved to the President of ASPPN, and maintain a truthful flow of communication with the President of ASPPN and Chief Risk Assessment Officer of ASPPN about the progress of their project. They will allow the ASPPN Financial Review Committee to preform at least one financial review of their Project every calendar year should their Project last over 365 days.

Section 3. Election of Officers

Officers shall be elected by the following processes. In the case that a new officer-to-be-elected shall replace a current officer who serves on the ASPPN Board of Directors who's term is to

expire, the current members of the ASPPN Board of Directors shall each nominate willing candidates for their replacement during a general membership ASPPN meeting at least three months before their term expires. During the meeting when the last current director to present a willing candidate for their replacement has done so, any member of ASPPN may nominate themselves as a candidate for replacement of an existing ASPPN Director position. After all willing candidates are identified, the new members to assume positions on the ASPPN Board of Directors will be decided through majority votes of all the members of ASPPN who willingly participate during an ASPPN general membership meeting. Votes can be only be counted if they are signed by the individual casting it. Officers of affiliated Private Foundations or NPOs will be selected by the internal processes of the affiliated Private Foundations or NPOs. ASPPN Project Leaders will be appointed by the President of ASPPN. Officers of the ASPPN Board of Directors and those of affiliated Projects, Private Foundations, and NPOs shall be eligible to succeed themselves in their respective offices so long as they are willing, they are re-elected, and they meet all other requirements for their position.

Section 4. Removal of ASPPN Officers

Section 4.1 Removal of Members of the ASPPN Board of Directors

Officers which serve as members of the ASPPN Board of Directors may be removed by the process specified in Section 7 of Article 5.

Section 4.2 Removal of Officers of Affiliated Private Foundations and NPOs

ASPPN cannot remove officers of affiliated Private Foundations or NPOs from their offices within their affiliated organizations. Also, ASPPN cannot remove a member of an affiliated Private Foundation or NPO from the affiliated organization the member in question is a member of. However, the ASPPN Board of Directors can remove members of affiliated Private Foundations and NPOs from ASPPN through the process specified in Section 4.2 of Article 3.

Section 4.3 Removal of ASPPN Project Leaders

ASPPN Project Leaders may be removed from their office by the President of ASPPN at least two weeks after they have received a written notice or email listing the reasons for their removal and the date their term is to expire. ASPPN Project Leaders shall be granted one meeting with the President of ASPPN to defend themselves before their term expires as listed on their written notice or email alert if they request it. If the ASPPN Project Leader fails to meet with the President of ASPPN before their term expires, the President of ASPPN shall not be required to give them another chance to defend themselves. ASPPN Project Leaders may be

removed for repeated incompetence, fraudulent or other unethical behavior, as well as actions which violate the Texas A&M Student Rules.

Section 5. Vacancies

Vacancies of positions of the ASPPN Board of Directors may be addressed through the process specified in Section 8 of Article 5. Vacancies of officers of affiliated Private Foundations and NPOs must be handled through the internal processes of the affiliated Private Foundations and NPOs which have vacancies. Vacancies of ASPPN Project Leaders will be addressed by the President of ASPPN.

Section 6. Resignation of ASPPN Officers

In order to resign, an ASPPN Director must notify all members of ASPPN of his or her intention to resign by either verbal or written means, and then afterward present a candidate who is willing to take his or her position during an ASPPN general membership meeting. At this time anyone who wishes to challenge the presented candidate may step forward as another candidate for the position. After all willing candidates are identified, the one which shall assume the position in question will be decided through a majority vote of all the members of ASPPN who willingly participate. Votes can only be counted if they are signed by the individual casting it. The officer resignation process of affiliated Private Foundations, and NPOs will be decided through the internal processes of those organizations. ASPPN Project Leader resignations may occur at any time but must be approved by the President of ASPPN.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The ASPPN Board of Directors may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The ASPPN Board of Directors appoints all committee chairs through a majority vote. Votes can only be counted if they are signed by the individual casting it. ASPPN will always have at least two permanent committees: the ASPPN Executive Committee, and the ASPPN Financial Review Committee. The authority of other committees will be dependent on the decision of the ASPPN Board of Directors as they create the committee.

Section 2. ASPPN Executive Committee

The members of the ASPPN Board of Directors serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation for ASPPN, ASPPN Constitution, and ASPPN Bylaws, the Executive Committee shall have all the powers, authority, and obligations of the ASPPN Board of Directors in the intervals between meetings of the ASPPN Board of Directors, and is subject to the direction and control of the full board. The members of the ASPPN Executive Committee may be called to meet at any time, and may attend by phone, email, Skype, text messaging, or any other live form of communication. A majority vote of attending members is needed for action and votes can be counted if they are signed, submitted over the phone, through Skype call, or any other live electronic means such as, but not limited to, email or text message.

Section 3. ASPPN Financial Review Committee

The members of the ASPPN Financial Review Committee will join of their own free will. They may not be a member of an affiliated Project, Private Foundation, or NPO while they serve on the ASPPN Financial Review Committee. The Chief Financial Review Officer of ASPPN shall also be a member, and chairperson, of the ASPPN Financial Review Committee. The ASPPN Financial Review Committee will have the authority to demand the full financial record and financial documents of all affiliated Projects, Private Foundations, or NPOs in order to carry out a financial review. The ASPPN Financial Review Committee will have authority to submit its findings to third-party accountants and the academic advisor. The Chief Financial Review Officer of ASPPN will be required and will have authority to post the submitted financial records and financial documents of all affiliated Projects, Private Foundations, and NPOs as well as the results of all financial reviews on the ASPPN website. The term of a member of the ASPPN Financial Review Committee shall be as long as the member has not resigned from ASPPN, been expelled from ASPPN, joined an affiliated Project, Private Foundation, or NPO, or graduated from Texas A&M.

Section 3. Removal of ASPPN Committee Members

Section 3.1 Removal of ASPPN Executive Committee Members

The removal of a committee member of the ASPPN Executive Committee from the ASPPN Executive Committee may be done through the process specified in Section 7 of Article 5.

Section 3.2 Removal of ASPPN Financial Review Committee Members

To remove a committee member of the ASPPN Financial Review Committee from the ASPPN Financial Review Committee, the Chief Financial Review Officer of ASPPN must alert the members of the ASPPN Board of Directors, and the committee member to be removed, of their desire to remove the committee member and why they believe the committee member should be removed. The Chief Financial Review Officer of ASPPN shall alert the committee member to be removed by a written note or an email. The Chief Financial Review Officer of ASPPN may alert the members of the ASPPN Board of Directors in person, through a phone call, by email, or any other common method of communication. The committee member to be removed will be given two weeks from the time they received the written note or email alert to schedule a hearing with the ASPPN Board of Directors to defend themselves. The ASPPN Board of Directors will then decide if the committee member is removed by a majority vote. Votes can be only counted if they are signed by the individual casting it. Committee members may be removed from the ASPPN Financial Review Committee for repeated incompetence, fraudulent or other unethical behavior, as well as actions which violate the Texas A&M Student Rules. The removal process and reasons for removal for other committees will be dependent on the decision of the ASPPN Board of Directors as they create the committee.

ARTICLE VIII. CORPORATE STAFF

Section 1: Executive Director

The ASPPN Board of Directors may hire an Executive Director who may serve at the will of the ASPPN Board of Directors. The Executive Director may have immediate and overall supervision of the operations of ASPPN, and may direct the day-to-day business of ASPPN, maintain the properties of ASPPN, hire, discharge, and determine the compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the ASPPN Board of Directors. No officer, Executive Committee member or member of the ASPPN Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director may make such reports at the ASPPN Board of Directors and Executive Committee meetings as may be required by the President of ASPPN or the ASPPN Board of Directors. The Executive Director may be an ad-hoc member of all committees. The Executive Director may not be related by blood or marriage/ domestic partnership within the second degree of consanguinity or affinity to any member of the ASPPN Board of Directors or ASPPN Advisory Council. The Executive Director may be hired at any meeting of the ASPPN Board of Directors by a majority vote and may serve until removed

by the ASPPN Board of Directors upon an affirmative majority vote of the ASPPN Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE IX. CONFLICT OF INTEREST & COMPENSATION

Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's, ASPPN's, interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of ASPPN or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person

Any Director of ASPPN, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which ASPPN has a transaction or arrangement,
2. A compensation arrangement with ASPPN or with any entity or individual with which ASPPN has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ASPPN is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest, a person who has a financial interest may have a conflict of interest only if the ASPPN Board of Directors or committee decides that a conflict of interest exists.

Section 3. Procedures

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors of ASPPN and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the ASPPN Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 1. An interested person may make a presentation at the ASPPN Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the ASPPN Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing board or committee shall determine whether ASPPN can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the ASPPN Board of Directors or committee shall determine by a majority vote of the disinterested

Directors of ASPPN whether the transaction or arrangement is in ASPPN's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. **Violations of the Conflicts of Interest Policy**

1. If the ASPPN Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the ASPPN Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the ASPPN Board of Directors and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the ASPPN Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- a. A voting member of the ASPPN Board of Directors who receives compensation, directly or indirectly, from ASPPN for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ASPPN for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the ASPPN Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each Director of ASPPN, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure ASPPN operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to ASPPN's written policies, are properly recorded, reflect reasonable

investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7 of this Article, ASPPN may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the ASPPN Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the District of Columbia, ASPPN shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of ASPPN, or any person who may have served at ASPPN's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the ASPPN Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by ASPPN in advance of the final disposition of such action, suit, or proceeding, if authorized by the ASPPN Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

ASPPN may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not ASPPN would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

ASPPN shall keep complete books and records of account, as well as minutes of the proceedings of the ASPPN Board of Directors and ASPPN general meetings.

ARTICLE XII. REVOCATION OF AFFILIATION

Section 1. Revocation of Affiliation with Private Foundations and NPOs

The revocation of affiliation of a Private Foundation or NPO with ASPPN may be done at any time for any reason by the President of ASPPN. Upon revocation of affiliation all services provided to the previously affiliated organization, as well as all duties required by ASPPN of the organization, will cease. The Officers of the organization to be, or previously, removed shall be granted one hearing before the ASPPN Board of Directors either before their organization's affiliation is revoked, or no greater than two weeks afterward. If during a hearing after affiliation is revoked the majority of the attending ASPPN Board of Directors vote to reinstate the organization's affiliation, the organization will be affiliated with ASPPN once more. Votes may only be counted if they are signed by those casting it.

Section 2. Revocation of Affiliation with Projects

The revocation of affiliation of a Project with ASPPN may be done at any time for any reason by the President of ASPPN. Upon revocation of affiliation all services provided to the previously affiliated Project, as well as all duties required by ASPPN of the Project, will cease. The Officers of the Project to be, or previously, removed shall be granted one hearing before the ASPPN Board of Directors either before their organization's affiliation is revoked, or no greater than two weeks afterward. If during a hearing after affiliation is revoked the majority of the attending ASPPN Board of Directors vote to reinstate the Project's affiliation, the Project will be affiliated with ASPPN once more. Votes may only be counted if they are signed by those casting it.

ARTICLE XIII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles of Incorporation may be amended in any manner at any regular or special meeting of the ASPPN Board of Directors, provided that specific written notice of the proposed amendment of the Articles of Incorporation setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. Any amendment to Article 3 or Article 6 of the Articles of Incorporation shall require the affirmative vote of all Directors of ASPPN then in office. Votes can only be counted if they are signed by the individual casting it. All other amendments of the Articles of Incorporation shall require the affirmative vote of a majority of Directors of ASPPN then in office. Votes can only be counted if they are signed by the individual casting it.

Section 2. Bylaws

The ASPPN Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors. Any amendment to Article 3 or Article 6 of these Bylaws shall require the affirmative vote of all Directors of ASPPN then in office. Votes can only be counted if they are signed by the individual casting it. All other amendments of these Bylaws shall require the affirmative vote of a majority of Directors of ASPPN then in office. Votes can only be counted if they are signed by the individual casting it.