

ROSS VOLUNTEER ASSOCIATION

BYLAWS

(August 2026)

ARTICLE I

TITLE, OBJECTIVES AND LIMITATION OF AUTHORITY

1.01 The organization shall be known as the Ross Volunteer Association, hereafter the “Association” in this document, and shall at all times be operated, conducted and governed as a nonprofit corporation in accordance with the laws of the State of Texas as prescribed in the Texas Business Organizations Code, Chapter 22, as amended, hereafter the “statute” in this document. The Association was organized and formed without affiliation and remains a standalone organization.

1.02 The purpose of the Association is to (a) support the Ross Volunteer Company, hereafter the “Company” in this document, at Texas A&M University so as to preserve and perpetuate the Company and its legacy of tradition and distinction; (b) provide for social interaction and networking among former Ross Volunteers with a strong connection to the Company; (c) maintain and nurture a robust and supportive Association membership base and; (d) maintain an accurate and consistent historical record of the Company and former Ross Volunteers.

1.03 Texas A&M University and the Commandant of Cadets are the primary sponsors of the Company, and it is not the purpose, objective or intention of this Association to direct or to interfere in any way with the day-to-day activities, operations or duties of the current Company.

ARTICLE II

BOARD OF DIRECTORS AND DUTIES

2.01 The business and financial affairs of the Association shall be managed and governed by its Board of Directors. The Board of Directors shall have general charge, control and custody of the funds and property of the Association. The Board of Directors shall be responsible for carrying out the objectives and purposes of the Association as stated in Article I, Section 1.02 and shall assure compliance with the Bylaws of the Association. Directors need not be residents of Texas but shall be contributing members in good standing of the Association.

2.02 The number of Directors shall be at least three. Directors of the Association are voting members of the Board of Directors. The Directors of the Board of Directors are: the President, Past President, President Elect, Executive Director, Secretary, current Ross Volunteer Commander and current Ross Volunteer Military Advisor. The President, Executive Director and Secretary also serve as Officers of

the Association who execute the decisions and policies as determined by the Board of Directors.

Normally, but not limited to, three additional Directors may be selected by the Board of Directors and approved by vote of a general assembly of members of the Association. These additional elected Directors will normally serve, but are not limited to, three one year staggered terms. The Ross Volunteer Company Commander and the Ross Volunteer Military Advisor are not elected but are automatically appointed Ex-Officio voting Directors who hold their Board of Director positions by virtue of other positions they hold, in this case, outside of the Association. The terms of service for these two positions coincide with time held in their designated outside positions. Terms of service for the additional elected Directors shall run concurrent with the Association's financial year as specified in Article XII, Section 12.01.

Directors shall be elected or appointed each year to fill any vacancies for the upcoming year. Outgoing Directors will hold office until the next regular meeting of the Board of Directors, and until qualified successors have been elected or appointed. Each year the current Ross Volunteer Commander shall serve until the first Board of Directors meeting following the appointment of the new Commander whereupon the newly designated Commander shall officially succeed him/her. Similarly, the current Ross Volunteer Military Advisor shall serve until the first Board of Directors' meeting following the appointment of the new Ross Volunteer Military Advisor whereupon the newly designated Ross Volunteer Military Advisor shall officially succeed him/her.

2.03 Ex-Officio Board Members hold positions on the Board of Directors by virtue of other positions they occupy. Chairpersons of each Association committee, having been duly created by the Board of Directors, shall be Ex-Officio Board Members of the Board of directors. At the discretion of the President, up to, but not limited to, three additional Ex-Officio Board Members may be appointed to serve on the Board of Directors. Ex-Officio Board Members are not voting members of the Board of Directors but rather participant advisors who could also serve as committee chairpersons or committee members. Exceptions are the current Ross Volunteer Company Commander and the current Ross Volunteer Military Advisor who are Ex-Officio Board Members but also serve as voting Directors. Ex-Officio Board Members can be appointed based on their unique expertise or experience considered valuable to the Board of Directors, such as having been a Ross Volunteer cadet during a certain period that is not represented by current Directors or Ex-Officio Board Members. Terms of service for these additional Ex-Officio Board Members should be staggered and do not normally exceed, but are not limited to, three consecutive one year terms.

2.04 Directors, Officers and Ex-Officio Board Members of the Board of Directors shall not receive any compensation from the Association. No income of the Association will inure to the benefit of the Directors, Officers or Ex-Officio Board Members.

2.05 The Association's Certificate of Formation may be amended as provided by the statute, which shall typically require a resolution of the Board of Directors followed by an affirmative vote of at least two-thirds of members present or participating by proxy at an election of the general membership.

ARTICLE III

OFFICERS AND DUTIES

3.01 The Association shall have two or more Officer positions. Officers have the authority and responsibility to execute the policies and decisions as determined by the Board of Directors. A single individual can hold more than one Officer position, but one individual cannot simultaneously hold the two positions of President and Secretary. Officers can also serve as Directors. The Officers of the Association are:

3.02 President: The President shall be the Chief Executive Officer of the Association and shall, in general, supervise and control the business and affairs of the Association. The President shall preside over and chair all meetings of the Association. The President shall appoint any and all special committees and shall make appointments to fill unexpired terms for Board of Directors vacancies. The President, along with the Executive Director and/or the Secretary shall sign, when directed to do so by the Board of Directors, all deeds, mortgages, bonds, written contracts, and obligations of the

Association, except in cases where the signing or execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Association member or agent of the Association. The President, in general, shall perform all duties incident to the Office of the President and such other duties as may be prescribed by the Board of Directors. The President shall be a Director of the Board of Directors and chair the Executive Committee and the Nominating Committee.

3.03 Executive Director: The Executive Director shall be the Chief Operating Officer of the Association and have oversight of the Association's financial matters. The Executive Director shall have responsibility for the Association's operating procedures and controls and oversee the achievement of the Association's core mission objectives. The Executive Director shall be a Director of the Board of Directors and a member of the Executive Committee and the Nominating Committee.

3.04 Secretary: The Secretary shall be the Chief Administrative Officer of the Association responsible for scheduling meetings of the Board of Directors and insuring proper notice compliance, distributing appropriate meeting preparation materials and recording minutes of all meetings of the Board of Directors. The Secretary will be knowledgeable of the records of the Association and their storage.

The Secretary shall be a Director of the Board of Directors and a member of the Executive Committee and the Nominating Committee.

ARTICLE IV

ELECTIONS AND TERMS OF OFFICE

4.01 The Officers and Directors of the Association shall be appointed or elected by the general membership at an annual general business meeting of the members. Additional nominations shall be accepted from the floor at this meeting, if offered. New offices or positions may be created and filled at any meeting of the Board of Directors. Each Officer and Director shall hold office until his/her successor shall have been found qualified and duly elected or appointed. No Officer's term shall exceed three years, however any Officer may be duly appointed or elected for successive terms. The Executive Director and the Secretary will be appointed by the Board of Directors and confirmed by the Association membership during the next general meeting of the membership following the appointment. The Executive Director and the Secretary shall serve terms not to exceed three years at the pleasure of the Board of Directors and may be reappointed for successive terms.

4.02 The terms of the office of the President, Past President and President Elect shall normally be, but are not limited to, one year

which shall run concurrently with the Association's financial year as specified in Article XII, Section 12.01

4.03 Any Officer or Director elected or appointed by the Board of Directors or the general membership may be removed by the Board of Directors when, in the judgment of the Board of Directors, such action would be in the best interest of the Association. Such removal would be without prejudice to the contract rights, if any, of the Officer or Director so removed. Such removal shall require a two-thirds majority vote of the Board of Directors.

4.04 A vacancy in any office because of incapacitation, resignation, disqualification, or otherwise may be filled by appointment of the President for the unexpired portion of the term.

ARTICLE V

COMMITTEES

5.01 The Board of Directors, by resolution adopted by a majority of Directors in office, may designate and appoint one or more Association committees, each of which shall consist of two or more Directors. The committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors as provided by said resolution. However, no such committee shall have the authority of the Board of Directors in reference to amending,

altering, or repealing the Bylaws; electing, appointing or removing any member of such committee or any Director or Officer of the Association; adopting a plan of merger or adopting a plan of consolidation with another association; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings thereof; adopting a plan or distribution of the assets of the Association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall both be amended, altered or repealed by such committee. The designation and appointment of such committee or committees and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Directors, of any responsibility imposed on it by these Bylaws or by statute.

5.02 The Executive Committee shall be composed of the President, Executive Director, President Elect, Past President and Secretary. The committee shall be convened at the discretion of the President to address subjects or issues of interest or importance to the Association and/or the Board of Directors. The President shall chair the committee. This committee shall not have the authority of the Board of Directors but shall be available for consultations and deliberations among the Board's Director leadership.

5.03 The Nominating Committee shall be composed of the President, Executive Director, President Elect, Past President and Secretary.

This committee convenes at the discretion of the President to address the recruitment of future Directors, Officers and Ex-Officio members of the Board of Directors. The committee's purpose is to assure that qualified candidates for Board of Director and Officer position vacancies are identified and that candidates are fully vetted before being presented to the Board of Directors for approval. At a regular meeting of the general membership, the Board of Director approved names of candidates to fill Director and/or Officer vacancies for the following year shall be presented to the general membership for approval vote. The Fall event and general business meeting may be advertised as the Annual Membership and Business Meeting. The President shall chair the Nominating Committee. The committee shall not have the authority of the Board of Directors.

5.04 Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by resolution adopted by the Board of Directors present at a meeting in which a quorum is present. Except as otherwise provided in such resolution, members of such committee shall be members of the Association, and the President shall appoint the members thereof.

ARTICLE VI

BOARD OF DIRECTORS MEETINGS

6.01 A regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws. Additional meetings of the

Board of Directors may be held throughout the same year as the regular annual meeting with proper advanced notice. The Board of Directors may provide by resolution the time and place, either within or outside the State of Texas, for the holding of regular/additional meetings of the Board of Directors without other notice than such resolution.

6.02 Special meetings of the Board of Directors may be called by the President or any four Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or outside the State of Texas, as a place for holding any special meetings of the Board called by them. Notice of any special meetings of the Board of Directors shall be provided at least seven days previous thereto by written notice delivered personally or sent by mail, facsimile or email to each Director at his/her address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited into the United States mail so addressed with postage thereon prepaid. If notice be given by facsimile or email, such notice shall be deemed to be delivered when the transmission is made. Each Director may waive notice of such meetings. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a 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 or special meetings of the Board of Directors need be specified in the

notice of waiver of the notice of such meeting, unless specifically required by statute or by these Bylaws.

6.03 A majority of the Directors of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

6.04 The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required for acting by statute or by these Bylaws.

6.05 Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the remaining Directors. A Director elected or appointed by the Board to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. However, a Director position to be filled by reason of an increase in the number of Directors shall be filled by election at a regular annual meeting or special meeting of the members.

6.06 Any action, informal or otherwise, required by statute to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in

writing setting forth the action so taken shall be signed by all of the Directors.

ARTICLE VII

MEMBERSHIP AND VOTING RIGHTS

7.01 A member of the Association shall be anyone who was at any time inducted as a member of the Company at the Agricultural and Mechanical College of Texas and Texas A&M University, and who shall have made such membership donations as are required in Article VIII, Section 8.01. Individuals whose graduating class has been out of the university sixty years or more will be classified as “sustaining members” and will be excluded from paying annual membership donations as well as continuing to maintain all the rights and privileges of annual donating members.

7.02 Each member, as defined in 7.01 above, in good standing shall be entitled to one vote on each matter submitted to a vote of the members. Members shall be entitled to elect the Directors and Officers of the Association at a regular annual meeting or special meeting of the general membership, as otherwise described herein. Members may additionally be entitled to vote on certain matters as the Board of Directors may choose from time to time to submit to the members.

7.03 A member shall terminate membership in the Association by failing to make an annual donation, by written request, or at the discretion of the Board of Directors.

ARTICLE VIII

MEMBERSHIP ANNUAL DONATIONS

8.01 The annual membership donation shall be such amount as set by the Board of Directors and shall maintain membership in force for an annual period commencing each year on January 1 and ending on December 31 of that same year. Members may make donations starting on December 1 of the current year for membership in the coming year so as not to interrupt annual membership at the beginning of the new year. Completed Life Member donations bestow association membership for life. Current junior and senior Ross Volunteer cadets shall be members of the Association and are exempt from paying the annual membership donation. In addition, these cadets will maintain free membership in the Association for two subsequent calendar years beyond their senior class year. The Ross Volunteer Military Advisor will also be exempt from annual donations. Sustaining members as defined in Article VII, Section 7.01 will be excluded from the payment of annual membership donations but will not be discouraged from continuing to contribute.

8.02 There shall be no special assessments levied by the Association.

8.03 The Board shall notify all Association members and prospective members of the requirement to pay annual donations each year in order to maintain continuous and uninterrupted membership year to year.

8.04 The Board of Directors may determine from time to time the amount of the annual donations payable to the Association by its members.

ARTICLE IX

MEETINGS OF THE MEMBERSHIP

9.01 At least one business meeting of the general membership should be held every year at a time and place as may be fixed by the Board of Directors for the purpose of electing Officers and Directors and for transaction of such other business as may be brought before the assembled members. Written notice of such meeting shall be provided by communication stating the time and place of such meeting not less than 30 days nor earlier than 60 days before the date of such meeting. Email notification is the preferred method of communication. Special meetings of the general membership may also be called by the Board of Directors by giving 15-day notice to members. A meeting of the general membership of the Association, the Board of Directors of the Association, or any committee of the Association may be held by means of conference telephone or similar communications equipment, including videoconference.

9.02 Any Director of the Association may call a general or special meeting to order and may act as chairperson of such meeting, precedence being given as follows: President, President Elect, Past President. In the absence of these three Board members, the members present may elect a chairman to conduct said business meeting.

9.03 Fifteen Association members in good standing who are in attendance at any regular or special meeting of the membership shall constitute a quorum for voting purposes. The act of a majority of the members present or represented by proxy at any meeting at which a quorum is present shall be the act of the members meeting, unless a greater number is required for acting by statute or these Bylaws.

ARTICLE X

CONTRACTS, PAYMENTS, DEPOSITS AND GIFTS

10.01 The Board of Directors may authorize any officer or member, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

10.02 All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall

be signed by such officer or officers, agent or agents of the Association and in such manner as shall be determined by the Board of Directors. The Executive Director may establish a “petty cash” fund to cover small incidental Association expenses. Such fund will not exceed \$100. The Executive Director is authorized to approve and make expenditures of up to \$300 per year without prior Board approval for items deemed needed for the Association and/or the current Company.

10.03 All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, the Texas A&M Foundation, or other depositories as the Board of Directors may select.

10.04 The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Association.

ARTICLE XI

BOOKS AND RECORDS

11.01 The Executive Director shall ensure that correct and complete books and records of accounts are maintained and secured. The Secretary shall keep minutes of the proceedings of meetings, Board of Directors meetings, and meetings of committees having any of the authority of the

Board of Directors and shall keep at the principal office a record giving the names and addresses of the members entitled to vote.

ARTICLE XII

FISCAL YEAR

12.01 The fiscal year of the Association shall begin on the 1st day of January and end on the 31st day of December each year.

ARTICLE XIII

MISCELLANEOUS

13.01 Should the Board of Directors choose to do so, it may poll members by mail or email as to the desire of said members with respect to a proposed project of the Association and, based upon such a poll, either reject or approve such project. The Board of Directors, however, shall not necessarily be bound to make its decision correspond to the vote of the members unless such poll clearly states that an affirmative vote or a negative vote of the members will bind the Association.

13.02 Headings used herein are for convenience only and shall not define or limit the provisions hereof.

ARTICLE XIV

INDEMNIFICATION OF DIRECTORS AND OFFICERS

14.01 The Association shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is or was a Director, including Ex-Officio Members of the Board, or Officers of the Association and may indemnify (which indemnification may include without limitation, advancing reasonable expenses) any person who is or was an employee or agent of the Association (or any person who is or was serving at the request of the Association as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise) to the fullest extent required or permitted by applicable law, including Chapter 8 of the Texas Business Organizations Code. In addition, the Association shall have the power to indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) to the fullest extent permitted by law such other persons as the Board of Directors may determine from time to time. The Association shall have the power to purchase and maintain at its expense insurance on behalf of such persons to the fullest extent permitted by applicable law, whether or not the Association would have the power to indemnify such person under the foregoing provisions. Any amendment to this Article XIV shall be prospective and shall not reduce or eliminate the right of any person to indemnification hereunder with respect to any act or failure to act occurring on or prior to the date of any such amendment.

ARTICLE XV
AMENDMENTS TO THE BYLAWS

15.01 These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the Board of Directors present at any regular meeting or at any special meeting if at least seven days written notice is given for the intention of altering, amending or repealing these Bylaws at such meeting.