



TCC Articles Of Agreement

Article I – Name and Logo

- Section 1: The name of this organization will be "Texas Conference of Clubs, Inc.," from now on also known as "TCC" or the "Conference."
- Section 2: Incorporation of the organization will be under the laws of the State of Texas as a fraternal, nonprofit, non-sharing Corporation.
- Section 3: The organization logo will be an outline of the State of Texas inside a circle, with the letters "TCC" forming a portion of the outline. The circle, outline and letters will be red on a white background.

Article II – Purpose

- Section 1: Promote brotherhood, sisterhood, and camaraderie among the member clubs, commercial members and independent members, as well as other clubs, similar organizations, and individuals whose stated philosophies coincide with those of TCC.
- Section 2: Coordinate, through a calendar, runs, anniversaries, and other major events.
- Section 4: Promote sharing the physical assets of TCC.
- Section 5: Develop, preserve, and manage a recreational land site.
- Section 6: Produce an annual LoneStar gathering jointly hosted by member clubs.

Article III – Membership

- Section 1: To join TCC, clubs, individuals, and commercial organizations must fill out and present an application, with at least 25% of the annual dues. TCC delegates will vote on membership applications during quarterly meetings. TCC Delegates will vote by secret ballot on all applications for membership presented at a quarterly during the following quarterly meeting. Membership applications need a simple majority approval. TCC delegates will set or adjust membership fees during regular business meetings.

Membership eligibility and terms will be as follows:

- (a) TCC extends membership to recognized clubs in the State of Texas and those states immediately bordering the State of Texas. Any recognized club, whose purposes coincide with those of TCC, may apply for membership. Each member club will have one delegate vote. TCC considers individual members of a club as members of TCC; however, only the club delegate may vote, as covered by Article VI. Each club must provide TCC some method of identifying the members of their club.
- (b) Independent members are individuals who do not belong to a member club or who are members of a non-conference club. No person will hold dual membership in TCC as an independent

member and a member of a member club at the same time. Independent Members will have one delegate vote for every fifteen (15) members, or portion of fifteen, as covered by Article VI.

- (c) TCC may grant Honorary Membership to any individual who TCC feels deserve such an honor, and this will be the highest honor TCC may give an individual. The delegates need a ninety percent (90%) affirmative vote to grant Honorary Membership. Honorary members will have no voting rights and will pay no dues or assessments.
- (d) TCC extends Commercial Membership to any businesses supporting TCC. All further references to member clubs will specifically exclude commercial members. Commercial members will have all the rights and privileges of membership, except they will have no voting rights nor hold any TCC office.
- (e) A member of an organization which dissolves, or who leaves an organization, may apply for membership as an Independent Member.

Section 2: Any member club or independent member may ask for a leave of absence for a period not to exceed one year by writing the Texas Conference of Clubs Secretary. All such requests should give the effective date and the reason. One or more officers of the requesting club must sign the letter for a leave of absence. During a leave of absence, TCC will waive all dues and suspend all voting rights.

Section 3: Any member club or independent member may resign their membership by giving written notice to the Secretary. All resignations should give the effective date and the reason. One or more officers of the resigning club should sign the letter.

Section 4: TCC may suspend or expel any type member by a three-quarter (3/4) majority affirmative delegate vote. The suspension or expulsion will be for noncompliance with the Articles Of Agreement, or for such other reasons determined to be in the best interests of TCC. There will be no refund of membership fee.

Section 5: TCC will treat readmitting any former member the same as a new membership application.

Article IV – Dues

Section 1: Membership dues are payable in advance by the tenth (10th) day of the first month of each quarter.

- (a) TCC sets all membership dues, which are subject to change by a two-thirds majority affirmative vote of the delegates. The delegates will vote on changes in dues presented at any quarterly meeting at the following quarterly meeting.
- (b) Honorary members will pay no dues; however, Honorary Independent members may elect to keep their voting rights by

continuing to pay their dues as an independent member. Individuals only will be eligible for honorary membership.

Section 2: All applications for club, commercial or independent membership must include at least 25% of the annual dues. On approval of the application, the money sent will go toward the annual dues. Should TCC not approve the application, TCC will return the money sent with the application.

Section 3: TCC will suspend any member club or independent member, delinquent in their dues beyond one hundred twenty (120) days. The member club or independent member cannot vote until they pay all delinquent dues.

Article V – Member Liabilities

Section 1: All member clubs, independent members, and commercial members will be responsible for any dues owed until the effective date of their resignation or termination.

Section 2 No member club, member of a club, independent, or commercial member will be responsible in any way whatever for any debts or liabilities of TCC.

Article VI – Delegates and Voting

Section 1: Representation in TCC will be as follows:

- (a) Each member club will have one vote. Choosing a club delegate is the responsibility of the individual member clubs.
- (b) Independent Members will have one vote for every fifteen (15) members, or portion of 15, as will be on the rolls at the Fall Meeting each year. In no instance will Independent Members have more than forty nine percent (49%) of the total delegates.¹
- (c) Independent Members will elect their independent delegates at large. The Independent Members will vote for the same number of candidates as the number of delegates they will elect in a given year. As an example, if the independents have twenty seven (27) members of record at the Fall Meeting, then they will elect two delegates. The winners will be the two candidates receiving the highest number of votes cast.²
- (d) Candidates for Independent Delegate will be Independent Members who volunteer or whom an Independent nominates.
- (e) The Secretary will help the independents choose their delegates by sending a request for volunteers or nominations immediately after the October quarterly meeting. The Secretary will send ballots containing the names of all candidates to all independent members of record a minimum of thirty (30) days before the

¹ See Amendment I

² See Amendment I

Annual Meeting each year. At least two officers or members at the Annual Meeting will verify and count the ballots.³

- (f) Honorary members will have no voting rights, other than such as they might hold as a representative of a member club or as an independent member.
- (g) Commercial members will have no voting rights, other than such as they might hold as a representative of a member club or as an independent member.

Section 2: Any member club unable to have its regular delegate present at a meeting may have another member of that club represent them. A club may also present a written proxy to have someone else represent them. The proxy must show the meeting for which it is valid, give the name of the person approved to carry out the proxy, and at least one officer of the club must approve the proxy. All proxies must be in the hands of the Secretary for the meeting for which it is valid.

Article VII – General Meetings

Section 1: There will be an Annual Meeting in January of each year. TCC will set the time and place of the Annual Meeting at the prior Fall Meeting.⁴

Section 2: Under normal circumstances, there will be quarterly meetings in April, July and October of each year.⁵

Section 3: On request of one-third (1/3) of the member clubs, the Chairman will call a Special Meeting. The Secretary will provide all member clubs and independent members fifteen (15) days notice of any Special Meeting called to discuss a specific topic. Such notice must specify the date, time, place and agenda for the Special Meeting.

Section 4: TCC cannot conduct business at any meeting unless at least fifty one percent (51%) of the member delegates are present, either in person or by proxy.

Article VIII – Elected Positions

Section 1: The elected officers of TCC will consist of a Chairman, a Vice Chairman, a Secretary, a Treasurer, and a Facilities Coordinator. TCC delegates will elect each officer on an individual slate by a simple majority of the delegates for two years.

The Executive Board consists of the Chairman, Vice Chairman, Secretary, Treasurer, and Facilities Coordinator. All decisions made by the Executive Board must have the documented approval of each board member.

³ See Amendment I

⁴ See Amendment I

⁵ See Amendment I

Other elected positions within the Texas Conference of Clubs are the positions on the Land Management Committee [Article IX, Section 2].

TCC may remove the incumbent of any elected position of the Conference for cause by a three-quarter (3/4) majority affirmative delegate vote. The cause for removal must be submitted in writing by a delegate at a quarterly meeting and be appended to the minutes of the meeting.

Unless otherwise mentioned below, if the position of any elected office of TCC becomes vacant, TCC will hold a special election if more than six months remains of the term.

Section 2: Chairman:

- (a) Preside over all meetings of TCC.
- (b) Exercise general supervision over the affairs of TCC.
- (c) Make all appointments, including those of Deputy Secretary, Deputy Treasurer, and Historian, subject to the approval of the delegates.
- (d) Co-sign all checks issued by the Treasurer, except that at his discretion or absence, and either in entirety or on a case by case basis, the Vice-Chairman or Secretary can assume this responsibility.⁶
- (e) Orders an audit of the Treasurer's books every two years after the election of the Treasurer. The audit must be done by someone familiar with accounting procedures who does not hold an elected position in TCC.

Section 3: Vice Chairman:

- (a) Help the Chairman as needed, and advise the Chairman on interpretation of the Articles of Agreement and parliamentary procedures.
- (b) Chairs meetings in the Chairman's absence.
- (c) If the office of the Chairman should become vacant for any reason, the Vice Chairman will immediately assume the duties of Acting Chairman. The Vice Chairman will serve in such capacity until TCC elects a new Chairman.
- (d) As Acting Chairman, they will direct the Secretary to send a notice to all member clubs and independent members of the vacancy in the office of the Chairman. TCC will call a Special Meeting for the express purpose of accepting nominations to fill that vacancy. Nominations will close on adjournment of this meeting. Electing a new Chairman will be the first order of business at the next Regular Meeting, and the new Chairman will assume the duties immediately on election to the office.
- (e) Should six months or less remain of the term for the Chairman, the Acting Chairman will serve out the balance of the term.

⁶ See Amendment II

- (f) Will coordinate the annual LoneStar event with participation of member clubs.
 - i. Present a proposed budget, theme, and run schedule as soon as possible before the LoneStar run.
 - ii. Is responsible for, and exercises control over, the LoneStar run and assigns necessary duties. All decisions of the Vice Chairman about the LoneStar Run are binding and final.
 - iii. Presents a final detailed report, including an accounting of all income and expenses, at the as soon as possible after LoneStar, but no later than the Fall Meeting of the year.

Section 4: Secretary:

- (a) Records the minutes of all meetings, and reports same to all member clubs and independent members within thirty (30) days following a meeting.
- (b) Send a notice to all member clubs and independent members a minimum of fifteen (15) days before any meeting.
- (c) Responsible for all correspondence, records, and publications, except those specifically assigned to others.
- (d) Recommend to the Chairman a nominee to serve as Deputy Secretary. Such a person should be familiar with and qualified to perform the duties of the Secretary should it become necessary.
- (e) If the office of Secretary should become vacant for any reason, the Deputy Secretary will immediately assume the duties of the Secretary.

Section 5: Treasurer:

- (a) Is responsible for all funds. Makes regular deposits of receipts and pays all legitimate expenses.
- (b) Prepares and shares all necessary financial reports, statements, and keeps all financial records, subject to audit.
- (c) Issues and signs all checks co-signed by the Chairman or another elected officer.⁷
- (d) Recommends to the Chairman a nominee to serve as Deputy Treasurer. That person should be familiar with and qualified to perform the duties of the Treasurer should it become necessary.
- (e) If the office of Treasurer should become vacant for any reason, the Deputy Treasurer will immediately assume the duties of the Treasurer.

Section 6 Facilities Coordinator:

- (a) Coordinates the works, duties, and responsibilities of the Land Management Committee
- (b) Present the report of the Land Management Committee at meetings of TCC.
- (c) Perform other land site management controls directed by the member clubs through the TCC Chairman.

⁷ See Amendment II

- (d) Evaluates and recommends to TCC a schedule of fees for the use of the land site, based on number of nights, number of people, and whether member or nonmember club.
- (e) Evaluates and recommends such added facilities as needed, giving reasons they are necessary, how to best get them, and the best method of financing them.

Section 7: The Chairman will make all appointments believed necessary, including, but not limited to, a Deputy Secretary, Deputy Treasurer, and Historian. All appointments will be subject to the approval of TCC delegates.

Section 8: Deputy Secretary

- (a) Will help the Secretary with the duties of Secretary as needed.
- (b) Should the office of Secretary become vacant for any reason, the Deputy Secretary will immediately assume the duties of Secretary.

Section 9: Deputy Treasurer

- (a) Will help the Treasurer with the duties of Treasurer as needed.
- (b) Should the office of Treasurer become vacant for any reason, the Deputy Treasurer will immediately assume the duties of Treasurer.

Section 10: Historian:

- (a) Catalogs and stores records in a secure and orderly manner as received from the various officers and committees.
- (b) Get specific records when requested to do so by the Chairman or other proper parties.

Section 11: TCC may nominate and elect or appoint any member of a member club or any independent member to any office or any committee or other position.

- (a) All nominations for offices will be at the Fall Meeting. Elections for Vice Chairman, Treasurer and Facilities Coordinator will be in odd numbered years. Elections for Chairman and Secretary will be in even numbered years. TCC will close all nominations before adjourning this meeting.⁸
- (b) Electing officers and committee members will be the final order of business at the Annual Meeting.
- (c) Terms of new Officers and committee members will begin immediately on adjournment of the Annual Meeting.
- (d) Newly elected officers will receive all relevant records from their predecessors within thirty (30) days after taking office. They will be responsible for contacting all proper parties, and for starting such other actions needed, in an expedient and orderly fashion.

⁸ See Amendment I

Section 12: No person may hold more than one elected office in TCC. If TCC nominates a person holding an elected position in TCC, or the person volunteers, and TCC elects them to another position in TCC, that person must quit the position they previously held. The Chairman, unless otherwise stipulated in the Articles of Agreement, will appoint someone to fill the vacant position.

Article IX – Land Use

Section 1: The Facilities Coordinator heads the Land Management Committee. The duties and responsibilities of the Land Management Committee are to manage using the land site. These duties will include, but not limited to, the following:

- (a) Recommends who will have the use of the land site.
- (b) When TCC needs added facilities, work up recommendations and provide supporting documentation as requested by the Chairman.
- (c) The Land Management Committee will present all requests to spend beyond an amount set by TCC at the Annual Meeting to the general membership before spending the funds. To spend any funds donated to TCC needs the specific approval of those who gave the funds.
- (d) TCC delegates must approve all Conference Policies and Procedures at a regular meeting.

Section 2: The Land Management Committee will consist of five members; the Facilities Coordinator and four other elected positions. All decisions of the LMC relative to use of the site by members and or guests must be approved by a simple majority vote of the conference

TCC will open and close nominations for those vacant positions during the Fall Meeting, with members elected at the Annual Meeting in January. The positions and their tenure are as follows:⁹

- (a) Nominate and elect one member to a two-year term every second year in odd numbered years.
- (b) Nominate and elect one member to a two-year term every second year in even numbered years.
- (c) Nominate and elect two members to a one-year term every year.

Section 3: TCC will publish a calendar of major club events, including anniversaries and run dates. Any decision of TCC about conflicting run dates at the land site is final. Two clubs wanting the same run date at the land site may share the site if they so wish. TCC recognizes two types of runs: sanctioned runs and miniruns.

- (a) Sanctioned Runs: Each member club gets at least one sanctioned run date each year at the land site. Each club must send all

⁹ See Amendment I

requests for sanctioned run dates in writing to the Secretary a minimum of sixty (60) days before the next scheduled meeting of TCC. Any member club having a traditional run date will receive preference for the date. If there is any conflict in assigning run dates, TCC will give preference to that club having seniority in TCC.

- (b) Small gatherings consisting of club members and guests held at the land site must comply with approved Land Use Procedures.

Article X – General

- Section 1: These Articles Of Agreement, and or any amendments, will become effective immediately on acceptance by a two-thirds (2/3) majority affirmative vote of the delegates.
- Section 2: Any delegate will present any proposed amendments to these Articles Of Agreement to the Secretary, in writing, at least sixty (60) days before a meeting. The Secretary will send copies of the proposed amendment to each member club and independent member at least thirty (30) days before the next quarterly meeting. Acceptance of any amendment to these Articles Of Agreement needs a two-thirds (2/3) majority affirmative vote of the delegates
- Section 3: Except where otherwise mentioned in these Articles Of Agreement, all decisions will be by a simple majority vote of the delegates. All decisions arrived at by a majority vote of the delegates is binding on all members.
- Section 4: Roberts Rules of Order shall govern all matters not specifically covered by these Articles Of Agreement or the Procedures Manual.
- Section 5: TCC will not interfere in the internal affairs of any member club, nor will it involve itself in any internal club politics in any way.
- Section 6: All correspondence critical of the conduct of any independent member, commercial member, member club or its members, or non TCC clubs or organizations or their members doing business with TCC must be reviewed and signed by all Conference Board Members before it is sent
- Section 7: Any business, club, group, organization or individual may donate, give gifts, or leave inheritances to TCC. As a fraternal corporation TCC is subject to applicable Internal Revenue Service guidelines currently in effect, any or all such contributions are not tax deductible.
- Section 8: It will be the policy of this Conference to allow cremated remains scattered about Buzzards' Peak. Under no circumstances will TCC allow interment on the property.
- Section 9: If the property commonly known and referred to as "Buzzards' Peak" should ever be donated or sold to, or seized by, any entity, TCC will

try to remove all memorials from the property. TCC will store them in a suitable place until we can arrange for final disposition of them.

Section 10: Should the Texas Conference of Clubs, Inc., ever dissolve, we will carry out the following actions.

- (a) TCC will give all tangible assets to a recognized charitable organization, subject to a simple majority vote of the remaining members of TCC.
- (b) TCC will give all other assets or properties, including memorabilia, and records to a recognized archival institution, subject to the will of the remaining members of TCC.

Amendments

Amendment I — Passed October 26, 2007

Change the wording Fall Meeting to Spring Meeting in Article VI – Delegates and Voting, Section 1, items (b) and (c).

Change the wording October quarterly meeting to April quarterly meeting in Article VI – Delegates and Voting, Section 1, item (e).

Change the wording There will be an Annual Meeting in January to There will be Annual Meeting in July in Article VII – General Meetings, Section 1.

Change the word Fall to Spring in Article VII – General Meetings, Section 1.

Change the wording April, July and October to October, January and April in Article VII, Section 2.

Change the wording in Article VIII – Elected Positions, Section 11, Item (a)

From: All nominations for offices will be at the Fall Meeting. Elections for Vice Chairman, Treasurer and Facilities Coordinator will be in odd numbered years. Election for Chairman and Secretary will be in even numbered years. TCC will close all nominations before adjourning this meeting.

To: All nominations for offices will be at the Spring Meeting. Elections for Vice Chairman, Treasurer and Facilities Coordinator will be in even numbered years. Election for Chairman and Secretary will be in odd numbered years. TCC will close all nominations before adjourning this meeting.

Change the word during the Fall Meeting, with members elected at the Annual Meeting in January to the Spring Meeting, with members elected at the Annual Meeting in July in Article IX – Land Use, Section 2, second paragraph.

Amendment II — Passed July 19, 2008

Eliminate item (d) from Article VIII – Elected Positions, Section 2, Chairman.
Eliminate item (c) from Article VIII – Elected Positions, Section 5, Treasurer.