

**2025 RESTATED AND AMENDED BYLAWS OF
TEXAS A&M UNIVERSITY 12TH MAN FOUNDATION**

Adopted as of April 25, 2025

**ARTICLE I.
GENERAL**

SECTION 1.1 NAME: The name of the corporation is Texas A&M University 12th Man Foundation a/k/a the 12th Man Foundation, hereinafter sometimes referred to in these Bylaws as the “Foundation.”

SECTION 1.2 PERIOD OF DURATION: The period of duration of the Foundation shall be perpetual.

SECTION 1.3 LIABILITY: The liability for debts of the Foundation shall be limited to the property of the Foundation.

SECTION 1.4 PURPOSE: The purpose of the Foundation is to operate exclusively for charitable purposes in such manner as the Foundation shall determine which will include making expenditures to or for the support or benefit of the Foundation, Texas A&M University and Texas A&M University’s athletic programs. The Foundation shall exercise its best efforts to secure gifts of money, personal property or real property to accomplish the charitable purposes of this Foundation as more fully set forth in the Certificate of Formation of the Foundation. The Foundation shall not carry on propaganda, or otherwise attempt to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 1.5 POWERS: Without limiting the generality of any other provisions of these Bylaws, the Foundation, acting by and through its Board of Trustees, is authorized to do all acts permitted by the Texas Business Organizations Code (the “TBOC”) as it applies to nonprofit corporations from time-to-time; except the Foundation shall not engage in any activities or exercise any powers that are not in furtherance of the purpose of this Foundation as set forth in its Certificate of Formation, or which would otherwise cause it to fail as a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future internal revenue law, the “Code”).

ARTICLE II. OFFICES

SECTION 2.1 PERMANENT ADDRESS: The place where the principal business of the Foundation will be transacted is College Station, Brazos County, Texas and the street address of the registered office of the corporation is 756 Houston Street, College Station, Texas 77843, with the name of the registered agent at such address to be identified by filings with the Secretary of State for the State of Texas from time-to-time.

SECTION 2.2 OTHER OFFICES: The Foundation may have other offices at such places, within or without the state of Texas, as the Board of Trustees (“Board” and/or “Trustees”) may from time-to-time determine or the activities of the Foundation may require.

ARTICLE III. MEMBERSHIP

SECTION 3.1 QUALIFICATION FOR MEMBERSHIP: (a) Annual Members. Any former student of Texas A&M University (formerly existing under the name of the Agricultural and Mechanical College of Texas) or friend of the University making a financial contribution during the relevant membership year shall be eligible to become a member of the Foundation (“Annual Member”). Those eligible for Annual Member status shall be approved and accepted by the Foundation staff in accordance with current Foundation policies. The Board of Trustees, in its sole discretion, may establish a minimum annual financial contribution requirement for members to maintain their Annual Member status, excluding Lifetime Members as defined in Section 3.1(b). If a member fails to meet the required minimum contribution for a given membership year (a “Defaulting Member”), the following shall occur:

1. The Defaulting Member will forfeit and relinquish Annual Member status, including all voting rights and other appurtenant rights, effective at the membership year in which the contribution was not made.
 2. A Defaulting Member may reinstate their status by fulfilling the required minimum contribution for the current membership year. Upon making such contribution, the Defaulting Member will no longer be considered in default.
 3. The Board of Trustees retains the authority to terminate the Annual Member status of any member in accordance with Section 3.6.
- (b) Lifetime Members. A “Lifetime Member” is an individual who has met the qualifications set forth by the Foundation to receive lifetime membership status. This designation grants

ongoing rights and privileges as defined in these Bylaws, without the requirement of annual financial contribution or renewal. Lifetime Member status may be awarded based on criteria such as contributions, distinguished service, or other qualifications as determined by the organization's Board of Trustees.

SECTION 3.2 RIGHTS AND LIABILITIES: The members may receive certificates, cards or other instruments evidencing membership rights and the membership category to which they belong, as may be authorized by the Certificate of Formation, Bylaws or current Foundation policies or practices. The members shall not be personally liable for the debts, liabilities or obligations of the Foundation. The members' (but not Defaulting Members) sole voting rights are limited to those defined in Sec. 22.164 of the TBOC as a fundamental action, such as an amendment to the Certificate of Formation, merger, acquisition, or a winding up of affairs, and to elect or appoint one or more members to the governing body, the Board of Trustees. Each member shall be entitled to cast only one vote or submit only one proxy in any election conducted by the Foundation. All other voting rights associated with the Foundation's affairs are reserved to the Foundation's governing body, the Board of Trustees.

SECTION 3.3 ANNUAL MEETING: The Annual Meeting of the membership shall be held in the fall of each year, or at such time as designated by the Chair of the Board of Trustees. It may be held in person, by mail, proxy, electronically or in any other manner authorized by the Board of Trustees. If not held in person, the proxy votes for nominated members of the Board of Trustees and Chair-Elect of the Board ("Chair-Elect") can be transmitted by members either by mail or electronic means, including via the Foundation website. Notice of the deadline for voting on nominations shall be made to the last recorded electronic mail or physical mailing address of each member as reflected in the records of the Foundation at least 30 days, but not more than 60 days prior to the deadline date. The written notice shall include, but not be limited to, the notice of election of the Trustees and Chair-Elect.

SECTION 3.4 SPECIAL MEETINGS: Special meetings of the membership may be called and held through prior notice given to the membership via each member's electronic or physical mailing address, issued by the Chair of the Board, or by a majority of the Board, or by at least one-tenth of the members. The agenda and content of any such special meeting shall be established by the Chair of the Board, or the Board, as applicable, in such party's sole subjective discretion. For avoidance of doubt, the calling and conducting of any meeting under this Section 3.4 is entirely discretionary and this Section 3.4 does not compel the Board of Trustees or the Chair of the Board to call or conduct any special meeting whatsoever, whether of the entire membership or of one or more designated levels of membership.

SECTION 3.5 QUORUM: One-tenth of the members, in person or by proxy, shall constitute a quorum for meetings of the membership of the Foundation.

SECTION 3.6 TERMINATION OF MEMBER: Any person accepted as a member of the Foundation under Section 3.1 above, and who is either disassociated from any part of Texas A&M University for any reason or takes any action that is deemed inconsistent with the goals, intentions and purposes of the Foundation, or any other conduct that could discredit the Foundation or Texas A&M University, as may be determined in the sole subjective discretion of the Board of Trustees, shall be expelled from membership in the Foundation upon an affirmative vote to expel by two-thirds of the Board's voting members, in this case the Board of Trustees, and upon expulsion such member shall be denied all benefits and privileges of membership during the period of expulsion. Depending on the circumstances of the particular situation, if that member shares in a joint membership of any type (e.g., via a current or prior corporate or spousal relationship), the benefits and privileges for all who share in that membership may also be subject to termination. When the period of disassociation or expulsion has ended, the member may petition the Board of Trustees in writing and request reinstatement as a member in good standing entitled to all membership benefits. The Board of Trustees shall have the sole subjective discretion to reinstate the member(s). If a member has been dissociated or expelled in accordance with this Section 3.6, such member shall relinquish and sell any seat licenses, permits or equivalents held by such member, to the Foundation in exchange for the lesser of the (a) fair market value, as determined by the Board of Trustees in good faith based on such factors as the Board of Trustees, in the exercise of its reasonable business judgment, considers relevant, and (b) price the member paid for such license, permits or equivalents.

SECTION 3.7 DESIGNATION OF MEMBERSHIP LEVELS: The Board of Trustees may, in its sole subjective discretion, establish and from time-to-time, revise, amend or supplement, one or more levels of membership and the qualifications for each such level of membership, including without limitation qualifications such as total amount of lifetime giving to the Foundation, amount of a one-time gift to the Foundation or any other criteria designated by the Board of Trustees. Regardless of the level of membership for which a member qualifies, each member's voting rights shall be limited as defined in Section 3.2 and be entitled to cast only one vote or submit only one proxy in any election conducted by the Foundation.

SECTION 3.8 DISSEMINATION OF INFORMATION REGARDING LEVELS OF MEMBERSHIP: The Foundation shall make publicly available to its members, e.g., by posting on the Foundation’s website, the levels of membership and qualifications for each such level.

SECTION 3.9 IDENTIFICATION OF MEMBERS QUALIFIED FOR EACH MEMBERSHIP LEVEL: The Foundation staff shall identify members who meet the qualifications for each membership level and shall keep the Chair of the Board and the Board of Trustees informed regarding the number of, and new members qualifying for, each such level on a periodic basis determined by the President & CEO of the Foundation.

SECTION 3.10 TERM OF ANY LEVEL OF MEMBERSHIP: In conjunction with establishing the qualifications for any level of membership, the Board of Trustees, in its sole subjective discretion, shall determine, and may from time-to-time revise, the term over which member(s) who qualify for any level of membership shall continue to qualify for that level of membership. The Foundation shall make available to its members information regarding the term associated with any membership level.

SECTION 3.11 EXPECTATIONS OF MEMBERS: The Board of Trustees may, in its sole discretion establish and from time-to-time, revise, amend or supplement, its expectations regarding the conduct and actions of members at each level of membership in relation to supporting the Foundation’s mission and goals.

**ARTICLE IV.
THE BOARD OF TRUSTEES**

SECTION 4.1 COMPOSITION OF THE BOARD: Until changed by amendment to these Bylaws, and unless otherwise provided herein, the number of voting members constituting the Board of Trustees shall be 15 persons and shall consist of the following:

- (a) the Chair of the Board;
- (b) the Chair-Elect of the Board;
- (c) the immediate Past Chair of the Board; and
- (d) 12 Trustees.

SECTION 4.2 EX-OFFICIO MEMBERS OF THE BOARD OF TRUSTEES: In addition to the voting members constituting the Board of Trustees, as provided in Section 4.1 hereof, the President & CEO of the 12th Man Foundation shall be an ex-officio member of the Board and shall attend all meetings

of the Board of Trustees, or, if unable to attend, his or her designee shall attend. In addition, the University may appoint one or both of the University Athletic Director and a member of the A&M System Board of Regents to serve as liaison or ex-officio, non-voting members of the Foundation's governing board. The Foundation may not permit any other University employee to serve on the Foundation's governing board. Ex-officio members shall not be entitled to vote on any matter at any meeting of the Board of Trustees. The presence or absence of an ex-officio member shall not be considered in determining a quorum for the transaction of business at meetings convened in accordance with these Bylaws. However, the ex-officio members shall be entitled to notice of all meetings as provided for in Article XI of these Bylaws and to the indemnification as may be provided in Article XII hereof, unless determined by the Chair, at their sole discretion, that their participation is not required.

SECTION 4.3 POWERS: The Board of Trustees of the Foundation shall be empowered to act for and on behalf of the Foundation, except for those matters specifically prohibited by the Certificate of Formation or these Bylaws. The Board of Trustees is the policy-making and governing body of the Foundation, and all statutory and legal obligations delegated to a non-profit corporation's board of directors under Texas law shall be delegated under these Bylaws to the Board of Trustees. The general direction and management of the affairs of the Foundation, and the control and disposition of its assets, is vested in the Board of Trustees.

SECTION 4.4 SELECTION AND ELECTIONS OF THE TRUSTEES:

- (a) **NOMINATING COMMITTEE:** At least 60 days prior to the Annual Meeting of the membership, a Nominating Committee shall be formed, meet and present its recommendations for Trustee nominees to be presented to the Board of Trustees. The Nominating Committee shall be comprised of the following five members: the immediate Past Chair of the Board, the current Chair of the Board and the Second, Fourth and Sixth available last preceding Chairs of the Board. The immediate Past Chair of the Board shall function as the Chair of the Nominating Committee. In the event the immediate Past Chair of the Board is not available, then the currently serving Chair of the Board shall assume the duties of the immediate Past Chair of the Board on the Nominating Committee and the Eighth available Past Chair of the Board shall fill the vacancy due to the unavailability of the immediate Past Chair of the Board. In the event that any of the Second, Fourth, Sixth or Eighth last preceding Chairs of the Board are not available to serve, the Chair of the Nominating Committee shall appoint a substitute, with preference given to a former Chair of the Board, then to a former Trustee, as a substitute. The Nominating Committee shall

convene, nominate and report such nominations to the Chair of the Board no later than 15 days prior to the electronic or physical mailing and postmarking of the notice to the membership of the Annual Meeting of the membership. The report shall set forth, in writing, the Nominating Committee's choices for Chair-Elect of the Board and as many new Trustees as required by the Bylaws for the period in question. For purposes of this Article IV, "available" shall mean such person is alive and willing to serve and is not subject to termination or removal pursuant to the provisions of Article VII hereof, or otherwise not disqualified by this Article IV.

- (b) **CONSIDERATION OF CHAIR-ELECT:** Absent extraordinary circumstances (to be determined in the sole subjective discretion of the Nominating Committee), the Nominating Committee shall select the person to be nominated for Chair-Elect from the Trustees that comprise the three-person, fourth-year class of the subsequent calendar year's Board of Trustees.
- (c) **ELECTIONS:** At the Annual Meeting of the membership where a quorum is present, whether in person or by proxy, the membership shall consider all nominations for Chair-Elect and the number of Trustees required by the Bylaws, and shall select by majority vote, either in person or through a proxy, a Chair-Elect and the new Trustees.
- (d) **TERM:** The voting members of the Board of Trustees shall serve for a period of four calendar years. Each Trustee shall serve for his or her term of office, which shall end December 31, and until his or her successor has been duly elected and qualified.
- (e) **QUALIFICATIONS:** If the Board of Trustees establishes one or more levels of membership above basic membership in the Foundation, each member of the Board of Trustees must be a member at a level above basic membership. The Board of Trustees shall establish and may from time-to-time revise, amend or supplement, the membership level that must be attained by the member in the year of the member's nomination to the Board of Trustees in order for the member to qualify for consideration for election to the Board of Trustees. A minimum period of three years must have elapsed after the end of a Trustee's term before he or she is eligible to be considered for further service as a Trustee. Only the person serving in the position of immediate Past Chair of the Board shall be authorized to serve on the Nominating Committee for two consecutive years. No employee, regent or representative of the Texas A&M University System or an independent affiliate fundraising organization of Texas A&M University, as described in A&M System Regulation 60.01.01, *Association with Affiliated Organizations*, is eligible to serve as a Trustee. Any Trustee who becomes an employee, regent or representative of the Texas A&M University

System or an independent affiliate fundraising organization of Texas A&M University during their tenure as a Trustee shall immediately resign from the Board of Trustees.

- (f) **VACANCIES:** When a vacancy occurs on the Board of Trustees, other than from expiration of the term of office for a Trustee, the Nominating Committee may elect a qualifying member to fill the vacancy for the unexpired term for which his or her predecessor was elected.

SECTION 4.5 GENERAL STANDARDS FOR TRUSTEES' SERVICE: A Trustee shall discharge his or her duties, including duties as a member of any committee, in good faith, with ordinary care, and in a manner that the Trustee reasonably believes to be in the best interest of the Foundation. In the discharge of any duty imposed or power conferred, the Trustee may in good faith rely on information, opinions, reports or statements, including financial statements and other financial data, concerning the Foundation or another person, prepared or presented by:

- (a) one or more officers or employees of the Foundation;
- (b) legal counsel, public accountants or other persons as to matters the Board of Trustees reasonably believes are within that person's professional or expert competence; and
- (c) a committee of the Board of Trustees of which that person is not a member.

A member of the Board of Trustees is not relying in good faith if that person has knowledge concerning a matter in question that makes reliance otherwise permitted by this Section unwarranted. A Trustee is not liable to the Foundation, any of its members or any other person, for any action taken or not taken as a Trustee, if that person acted in compliance with this Section.

SECTION 4.6 BURDEN ON COMPLAINANT TO ESTABLISH TRUSTEE LIABILITY: Pursuant to and in accordance with Section 22.221 of the TBOC, any person or entity seeking to establish liability of a Trustee must prove that the Trustee has not acted: (i) in good faith; (ii) with ordinary care; and (iii) in a manner the Trustee reasonably believed to be in the best interest of the Foundation. Pursuant to Section 22.223 of the TBOC, a Trustee is not deemed to have the duties of a Trustee of a trust with respect to the Foundation, or with respect to any property held or administered by the Foundation, including property that may be subject to restrictions expressed by a donor or transferor of the property.

SECTION 4.7 MEETINGS: The Board of Trustees shall meet upon call of the Chair of the Board, or upon the request in writing to the Secretary, also serving as the Chair-Elect, of the Foundation by a majority of the voting members of the Board of Trustees. The date, time and place of all meetings of the

Board of Trustees shall be designated by the Chair, in writing, to each Trustee and at least ten days prior to all such meetings. Notwithstanding the foregoing, however, the ten-day written notice requirement may be waived by the affirmative vote of at least the minimum number of individuals necessary to constitute a quorum of the Board of Trustees. Each Trustee member shall be expected to attend or participate in at least two-thirds of the scheduled meetings of the Board of Trustees, unless the absence is excused by the Chair.

SECTION 4.8 QUORUM: Two-thirds of the voting members of the Board of Trustees, which shall include either the Chair or Chair-Elect, shall constitute a quorum at any meeting of the Board. If neither a quorum nor the Chair or Chair-Elect is present at any meeting of the Board, the meeting shall adjourn with no action taken.

SECTION 4.9 MINUTES: The Board of Trustees shall keep accurate minutes of its proceedings.

SECTION 4.10 VOTING: The affirmative vote of a majority of the Board of Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, except as may be otherwise specifically provided by law or these Bylaws.

SECTION 4.11 PROXIES: A Trustee may vote at a meeting of the Board of Trustees by proxy by such member and delivered to the Secretary, also serving as the Chair-Elect, or Chair of the Board at or prior to such meeting; however, a Trustee present by proxy at any meeting of the Board of Trustees may not be counted to determine whether a quorum is present at such meeting. Each proxy shall be revocable unless expressly provided therein to be irrevocable, or unless made irrevocable by law.

SECTION 4.12 ACTION WITHOUT MEETING BY WRITTEN CONSENT: Any action required or permitted to be taken at any meeting of the Board of Trustees, or of any committee designated by the Board, may be taken without a meeting if a consent in writing (whether on paper or electronic), setting forth the action to be taken, shall be signed or electronically transmitted by all members of the Board of Trustees or of such committee and such consent shall have the same force and effect as a unanimous vote at a meeting. A telegram, telex, cablegram, e-mail transmission or other electronic transmission by the Trustee or committee member consenting to the action to be taken and transmitted by the Trustee or committee member is considered written, signed and dated for purposes of this Section, if the transmission sets forth or is delivered with information from which the Chair of the Board of Trustees can determine, to his or her reasonable satisfaction, that the transmission was transmitted by that person and on that date.

SECTION 4.13 REMOTE MEETINGS: Trustees, or a committee designated by the Board of Trustees, may participate in and hold a meeting by telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can adequately hear each other at the same time and each participant can participate in all matters brought before such meeting, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board or committee. Participation in such a meeting shall constitute presence in person at such meeting, except where a Trustee participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

SECTION 4.14 DEPOSITORY: The Board of Trustees shall have the power, from time-to-time to select one or more financial institutions to act as depositories of the funds of the Foundation; to determine the manner of receiving, depositing and disbursing the funds; and the form of the checks to be used, and the person or persons who shall be authorized to sign such checks. The Board of Trustees may delegate the powers described in this Section to the committee of the Board of Trustees that oversees Foundation finances and investments.

SECTION 4.15 DELEGATION OF INVESTMENT AUTHORITY: The Board of Trustees of the Foundation may engage in the following activities and may delegate the powers described in this Section to the committee of the Board of Trustees that oversees Foundation finances and investments:

- (a) from time-to-time contract with investment counsel, trust companies, banks, investment advisors, affiliate partners, or investment managers (“Advisor” or “Advisor(s)”); and
- (b) confer with those Advisor(s) full power and authority to:
 - 1. purchase and otherwise acquire stocks, bonds, securities and other investments on behalf of the Foundation; and
 - 2. sell, transfer or otherwise dispose of any of the Foundation’s assets and properties at a time and for a consideration that the Advisors deems appropriate.
- (c) confer with an Advisor(s) described by subsection (a) of this Section other powers regarding the Foundation’s investments as the Board of Trustees deems appropriate; and
- (d) authorize the Advisor(s) to hold title to any of the Foundation’s assets and properties in its own name for the benefit of the Foundation or in the name of a nominee for the benefit of the Foundation.

The Board of Trustees has no liability regarding any action taken or omitted by an Advisor(s) engaged under this Section, if the Board of Trustees acted in good faith and with ordinary care in selecting the Advisor(s). The Board of Trustees may remove or replace the Advisor(s) at any time with or without cause, in its sole subjective discretion.

SECTION 4.16 ESTABLISHMENT AND IMPLEMENTATION OF FISCAL POLICY: The objective of the 12th Man endowment is to provide, to the extent possible, distributions to support the mission of the 12th Man Foundation, and when necessary, to utilize the endowment funds for collateral purposes that enhance the ongoing goals and objectives of the Athletic Department of Texas A&M University. The purpose of this provision is to provide guidance to the Board of Trustees concerning investment and any expenditure of the endowment's funds to ensure that the Foundation's fiscal policy is prudent. The Foundation's assets shall be invested, withdrawn, distributed and otherwise handled as directed by the Board of Trustees and consistent with the Uniform Prudent Management of Institutional Funds Act (Texas Property Code Chapter 163). Before adopting such directions, the Board of Trustees shall first receive recommendations regarding such fiscal policy matters from the committee of the Board of Trustees that oversees the Foundation's finances and investments.

SECTION 4.17 TRANSACTIONS WITH INTERESTED PARTIES: A contract or transaction between the Foundation and one or more of its Officers or Trustees or between a foundation or any other corporation, partnership, association or any other organization in which one or more of the Officers or Trustees are interested, is not void or voidable solely for that reason, solely because the Officer or Trustee is present at or participates in a meeting of the Board of Trustees which authorizes the contract or transaction, or solely because that person's votes are counted for that purpose, if, and only if:

- (a) the material facts as to the relationship or interest and as to the contract or transaction are fully disclosed or are otherwise known to the Board of Trustees, or the members of that committee, who in good faith and with ordinary care, authorize the contract and transaction by the affirmative vote of a majority of the disinterested members of the Board of Trustees, even though the disinterested members are less than a quorum;
- (b) the material facts as to the relationship or interest and as to the contract or transaction are fully disclosed or are known to the Board of Trustees members entitled to vote on the contract or transaction, and the contract or transaction is specifically approved in good faith and with ordinary care by a vote of the disinterested Trustees; or
- (c) the contract or transaction is fair to the Foundation when it is authorized, approved or ratified by the Board of Trustees or a committee of the Board.

SECTION 4.18 REMOVAL: The Board of Trustees may remove any member of the Board for good cause, as determined by the Board of Trustees for such removal, upon an affirmative vote of two-thirds of its voting members at a meeting of the Board of Trustees called for that particular purpose at which a quorum is present. Without limiting the grounds for removal for good cause, any of the following shall constitute good cause for removal if determined by two-thirds of the voting members of the Board of Trustees: incapacity or unwillingness to act as a member of the Board of Trustees; chronic failure to attend meetings of the Board of Trustees; failure to timely fulfill the material terms of a gift agreement executed by the Trustee and the Foundation; or the Trustee becoming an employee, regent or representative of the Texas A&M University System during the Trustee's tenure.

SECTION 4.19 COMPENSATION: Each Trustee shall serve without compensation and without reimbursement of expenses, unless specifically authorized by resolution of the Board of Trustees and as recorded in the minutes of a meeting of the Board of Trustees.

ARTICLE V. GENERAL OFFICERS OF THE BOARD OF TRUSTEES

SECTION 5.1 GENERAL POLICY OFFICERS: The following shall be the General Policy Officers of the Board of Trustees:

- (a) Chair of the Board;
- (b) Chair-Elect of the Board; and
- (c) Secretary

SECTION 5.2 SELECTION OF GENERAL BOARD OFFICERS: The Chair and Chair-Elect shall be selected through the procedure named in Article IV to hold office for one calendar year each for the positions of Chair and Chair-Elect. The Chair-Elect shall also hold the position of Secretary for the Foundation. Any vacancy in the office of Chair-Elect, other than from the expiration of term of office, shall be filled by the Nominating Committee making a recommendation to the Board of Trustees and the Board of Trustees thereafter electing the nominated person by a majority vote. Any person who is a General Officer of the Board of Trustees shall be required to be a member of the Board of Trustees and a member in good standing of the 12th Man Foundation, qualified to be nominated and elected to the Board of Trustees for the period that person is to serve.

SECTION 5.3 DUTIES OF GENERAL OFFICERS OF THE BOARD OF TRUSTEES:

(a) The Chair of the Board shall:

1. have general supervision over the policy, direction and management of the Foundation;
2. preside as Chair at any meetings conducted under Section 3.3 or 4.7 of these Bylaws;
3. call special meetings of the Board of Trustees, or meetings of the membership under Section 4.7 of these Bylaws;
4. perform all duties that are required by law, the Certificate of Formation and the Bylaws, as well as those duties delegated by the Board of Trustees and those that are usual and incidental to the office of a chair of the board of a corporation;
5. execute all correspondence and other documents authorized by the Board of Trustees necessary for the transaction of business of the Foundation; and
6. serve as a non-voting, ex-officio member of each committee of the Foundation's Board of Trustees.

(b) The Chair-Elect of Board shall:

1. succeed to the position of Chair of the Board upon expiration of term of office or death, incapacity, removal or resignation of the Chair;
2. serve as a non-voting, ex-officio member of each committee of the Foundation's Board of Trustees, but may serve as voting member of a committee, if specifically appointed as a voting member by the Chair of the Board.
3. perform the duties of Chair of the Board, if the Chair shall be absent or disabled;
4. act as Secretary for the Foundation;
5. perform all duties that are required by law, the Certificate of Formation and the Bylaws, as well as those duties delegated by the Board of Trustees and those that are usual and incidental to the office of a secretary of a corporation;
6. attend all meetings of the Board of Trustees and ensure that records are kept of the proceedings of the meetings and maintain the safe custody of the seal of the Foundation, and when authorized by the Board of Trustees, affix the same to any instrument requiring it, and when so affixed, it shall be attested by signature of the Secretary; and

7. coordinate and work with the Financial Officer of the Foundation and the committee of the Board of Trustees that oversees the Foundation's finances and investments to maintain and present proper and accurate financial records of the Foundation.

SECTION 5.4 LIMITATIONS ON GENERAL OFFICER AND TRUSTEE RESPONSIBILITY: In the discharge of a duty imposed or power conferred on a General Officer of the Board of Trustees or a Trustee, he or she may, in good faith, and with ordinary care, rely on information, reports, opinions or statements, including financial statements and other financial data, concerning the Foundation or any other person prepared or presented by:

- (a) one or more of the other General Officers of the Board of Trustees, Executive Officers or employees of the Foundation, as well as members of the Board of Trustees; and
- (b) legal counsel, public accountants or other persons as to matters the officer of the Board of Trustees reasonably believes are within that person's professional or expert competence.

A General Officer of the Board of Trustees and a Trustee member of the Foundation are not relying in good faith under this Section if the General Officer of the Board of Trustees has knowledge concerning a matter in question that makes reliance otherwise permitted by this Section unwarranted.

ARTICLE VI. EXECUTIVE OFFICERS OF THE FOUNDATION

SECTION 6.1 SELECTION AND TENURE: The officers of the Foundation who are tasked with the supervision and management of the daily operation of the Foundation, and who comprise the executive staff of the Foundation, shall be known as Executive Officers. The Foundation shall have a President & CEO, a Financial Officer and such other Executive Officers as the Board of Trustees shall approve, after receiving recommendations from the President & CEO. The Executive Officers of the Foundation shall not be voting members of the Board of Trustees. Two or more Executive Offices may be held by the same person. Selection or appointment of an Executive Officer shall not, in and of itself, create contract rights; such persons shall be at-will employees and may be terminated at any time, with or without good cause. The Board of Trustees shall have the power to enter into contracts for the employment of Executive Officers on such terms as the Board of Trustees deems advisable and the Board of Trustees may delegate this power to the President & CEO. The President & CEO shall identify and designate a person to fill any vacancy occurring in any executive office of the Foundation by death, resignation, removal or otherwise.

SECTION 6.2 DUTIES OF THE PRESIDENT & CEO: The President & CEO shall be an employee of the Foundation, reporting directly to the Chair of the Board and the Board of Trustees, including the general and active management of the business of the Foundation, and he or she shall see that all orders and resolutions of the Board of Trustees are carried into effect. The President & CEO shall also:

- (a) have the general powers and duties of supervision and management of the day-to-day activities of the Foundation usually vested in the office of a president of a corporation;
- (b) keep the Chair of-the-Board and Board of Trustees fully informed of the condition of the Foundation regarding all material factors influencing it;
- (c) ensure that an annual budget showing expected receipts and expenditures for the Foundation is timely and professionally prepared and presented to the Board of Trustees;
- (d) with the Chair of the Board, enable the Board of Trustees to fulfill its governance;
- (e) see that all orders and resolutions of the Board of Trustees are carried into effect;
- (f) with the Chair of the Board, develop agendas for meetings so that the Board of Trustees can fulfill its responsibilities effectively, work with the Chair of the Board to make the committee structure of the Board of Trustees function effectively, develop an annual calendar to cover all crucial issues in a timely fashion and timely notify the members of all committees of the schedules and duties applicable to them;
- (g) be a non-voting member of the Board of Trustees, have general charge and supervision of the records of all meetings of the Board of Trustees, give or cause to be given notice of all meetings of the Board of Trustees and all meetings called under Section 3.3 or 4.7, attend all meetings of the membership, ensuring that minutes are maintained of the meetings of the Board of Trustees, and maintain an up-to-date directory of addresses of all members of the Foundation;
- (h) serve as a non-voting, ex-officio member of each committee of the Foundation's Board of Trustees, and coordinate the work and meeting of those committees in the same manner as required in (g) above;
- (i) prepare all reports required by law and perform such other duties as may be required of him or her by the Foundation or the Board of Trustees;
- (j) submit to the Board of Trustees plans and suggestions for the activities of the corporation;
- (k) sign and execute all legal documents and instruments in the name of the corporation when authorized to do so by the Board of Trustees;
- (l) power to appoint and remove subordinate employees.

SECTION 6.3 DUTIES OF THE FINANCIAL OFFICER: The Financial Officer of the Foundation shall have charge and custody of the corporate funds and securities of the Foundation and shall keep full and accurate accounts and records of receipts, disbursements and other transactions and books belonging to the Foundation, and shall deposit all monies and other valuable effects in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Trustees and as consistent with the fiscal policy established by the Board of Trustees under Article IV. The Financial Officer shall disburse the funds of the Foundation as may be ordered by the Board of Trustees or as approved by the President & CEO and consistent with the fiscal policy established by the Board of Trustees under Article IV, taking proper vouchers for such disbursements, and shall render to the President & CEO and the Board of Trustees, at its regular meetings, or when the President & CEO or Board of Trustees so requires, an account of all Foundation transactions and its financial condition. If required by the Board of Trustees, the Financial Officer shall give the Foundation a bond of such type, character and amount as the Board of Trustees may require. The Financial Officer shall also work closely to ensure that an annual budget and audit for the Foundation is timely and professionally prepared and presented to the Board of Trustees.

SECTION 6.4 DUTIES OF OTHER EXECUTIVE OFFICERS: The powers and duties of any other Executive Officers of the Foundation approved by the Board of Trustees in accordance with Section 6.1, including but not limited to senior vice president(s) and/or vice president(s), shall be as provided from time-to-time by resolution of the Board of Trustees or by direction of the President & CEO or Financial Officer. In the absence of such resolution or direction, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Foundation, subject to the control of the Board of Trustees.

SECTION 6.5 REMOVAL OF EXECUTIVE OFFICERS: Any Executive Officer elected or appointed by the Board of Trustees or the President & CEO may be removed with or without cause by the affirmative vote of the majority of the Board of Trustees. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

ARTICLE VII.
TERMINATION OR REMOVAL OF GENERAL OFFICERS OR TRUSTEES OF THE
FOUNDATION

SECTION 7.1 TERMINATION OR REMOVAL: Notwithstanding anything to the contrary in any previous provision of these Bylaws, and without limiting the circumstances that would warrant termination, the occurrence of any of the following events during the term of a General Officer of the Board of Trustees or Trustee shall also be the occasion for termination or removal of that person from the position from which they have been duly elected or selected upon an affirmative vote to terminate or remove by two-thirds of the Board's voting members. Those events are as follows:

- (a) commission of an act which results in that person being charged by legal authorities with a felony or a crime of moral turpitude. Such charge may result in the suspension of all rights of that person to serve as a General Officer of the Board of Trustees, a Trustee, or any standing or special committee of the Foundation;
- (b) death of the person;
- (c) inability of the person to perform their duties, regardless of the reason, whether by injury, illness or otherwise resulting in incapacity, and, in the view of the Board of Trustees, amounts to an inability to complete the term to which the person was appointed;
- (d) resignation of the person for any reason;
- (e) violation, knowingly or without regard for same by the person, of a rule or regulation of the NCAA, Southeastern Conference or Texas A&M University which results in disassociation from its activities. If a person is disassociated under this section, the person shall be forbidden from serving as a General Officer of the Board of Trustees, a Trustee, or any other standing or special committee of the Foundation during such period of disassociation; and
- (f) all acts or omissions that, in the sole discretion of the Board of Trustees, are deemed to be good cause for such termination or removal.

SECTION 7.2 REPLACEMENT OF VACATED POSITIONS: If a member of the Board of Trustees or a General Officer of the Board of Trustees is terminated or removed under Section 7.1, that vacancy may be filled according to procedures specified in Section 4.4(f) and Section 5.2 of these Bylaws.

**ARTICLE VIII.
COMMITTEES**

SECTION 8.1 COMMITTEES: In addition to the Nominating Committee established by Section 4.1, the Foundation shall have committees responsible for duties related to finances and investments, legal and governance, major gifts, annual programs, strategic planning review, compensation and other functions as deemed appropriate by Chair of the Board of Trustees. The Chair of the Board, subject to the approval of the Board of Trustees, shall, with the exception of the Nominating Committee and Compensation Committee, appoint the members of each committee, which shall consist of at least two members of the Board of Trustees or members who qualify for a membership level above basic Foundation membership, if the Board of Trustees has established such higher levels of membership. The Compensation Committee shall be comprised of the Chair, Chair-Elect, Immediate Past Chair and Chair of the Finance Committee. The Chair of the Board shall ensure that the immediate Past Chair of the Board of Trustees is a non-voting, ex-officio member of each committee on which they are not designated a voting member of. All committees shall keep the Board of Trustees informed of their work.

SECTION 8.2 OTHER COMMITTEES: The Chair of the Board, subject to the approval of the Board of Trustees, may appoint other committees as the Chair of the Board deems necessary, with each committee so established, to consist of two or more members of the Board of Trustees or donor members who qualify for a membership level above basic membership or non-associated parties as determined by the Chair of the Board, if the Board of Trustees has established such higher levels of membership. Other committees shall be charged with specific tasks or duties and shall be appointed for a period of one year only, unless they shall be reappointed by the succeeding Chair of the Board. Such special committees shall limit their activities to the accomplishment of the task for which the committee was appointed and shall have no power to act except as specifically conferred by action of the Chair of the Board and/or the Board of Trustees. Upon completion of the task for which it was designated, each such committee shall dissolve. The Chair, the Chair-Elect, Immediate Past Chair and the President shall be ex-officio members of all other committees appointed under this Section 8.2.

**ARTICLE IX.
FINANCIAL MATTERS**

SECTION 9.1 FISCAL YEAR: The Foundation's fiscal year shall be established by the Board of Trustees.

SECTION 9.2 CORPORATE SEAL: The Corporate Seal shall have inscribed thereon the name, “Texas A&M University 12th Man Foundation,” and shall be affixed to instruments and other documentation when required by the laws of the State of Texas and shall be maintained by the President & CEO.

SECTION 9.3 CHECKS: All checks or demands for money and notes of the Foundation shall be signed by such General Officer of the Board of Trustees or Executive Officer of the Foundation or such other person or persons as the Board of Trustees may designate from time-to-time.

SECTION 9.4 REPORTS AND AUDITS: The Foundation shall make available to the Foundation’s membership, at least annually, a statement of assets and liabilities and a statement of income and expenses. The Foundation may satisfy this requirement by making such information available on the Foundation’s website. The committee of the Board of Trustees that oversees finances and investments shall ensure that a certified public accountant periodically audits the financial records of the Foundation.

SECTION 9.5 BONDS: The Foundation shall provide a satisfactory surety bond for all officers, employees and agents of the Foundation who handle funds or property belonging to or in the possession of or under the control of the Foundation. The amount of the bond shall be approved by the committee of the Board of Trustees that oversees finances and investments.

SECTION 9.6 MARKETING AND ENDORSEMENTS: The Foundation may authorize its name, logo, trademarks or other property to be used in connection with services that the Foundation obtains for purposes of (a) promoting or selling tickets to Texas A&M athletics events; (b) supporting the operations of Texas A&M athletics; or (c) enhancing, in the sole subjective discretion of the Board of Trustees, the development or success of the Foundation. The Foundation will not endorse for compensation or otherwise any products, services, facilities, organizations or any other entity other than: Texas A&M University; entities affiliated with Texas A&M University; the athletic program and student-athletes of Texas A&M University; entities affiliated with the athletic program of Texas A&M University; or organizations, products or services that promote or provide services or financial support to Texas A&M University and its student-athletes, the athletic program of Texas A&M University or the Foundation.

SECTION 9.7 MEMBERSHIP AND DONOR INFORMATION: The Foundation shall regard as confidential information the names and addresses of its members and donors, as well as their contribution amounts (collectively, the “protected information”). The Foundation reserves the right to share data as

defined in the Donor & Ticket Policies that will be updated from time to time. The Foundation shall also disclose information concerning donors and donations for purposes of reports required by the Internal Revenue Service in connection with its tax-exempt status, to the State of Texas in connection with its status as a non-profit Texas corporation, or to other governmental entities as deemed appropriate by the Foundation. The Foundation shall abide by its Privacy Policies as defined in the Donor & Ticket Policies.

SECTION 9.8 MEMBER RIGHT TO EXAMINE: In accordance with Section 22.351 and 22.158 of the TBOC, a member of the Foundation, on written demand that clearly states the purpose of the demand, has the right to examine and copy at his or her expense, in person or by agent, accountant or attorney, at any reasonable time during normal business hours, the books and records of the Foundation that directly and exclusively pertain to the member's contributions to the Foundation.

SECTION 9.9 PUBLIC RIGHT TO EXAMINE: In accordance with Section 22.353 of the TBOC, the Foundation shall keep each document that it is required to make available for public inspection as an entity that is exempt from income taxation under Section 501(a), Internal Revenue Code of 1986, by being listed as an exempt organization under Section 501(c)(3) of that code, at its registered or principal office for at least three years after the close of the fiscal year. The Foundation shall make the foregoing documents available to the public for inspection and copying at its registered or principal office during regular business hours. The Foundation may charge a reasonable fee for preparing a copy of a document.

ARTICLE X. NOTICES

SECTION 10.1 FORM OF NOTICE: Whenever under the provisions of these Bylaws, notice is required to be given to any member of the Board of Trustees or other committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing, by mail, postage prepaid and addressed to the last recorded address as maintained by the Foundation, by electronic mail, or by facsimile transmission addressed to such Trustee or committee member at such address as appears on the books of the Foundation. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same is deposited, postage prepaid, in the United States mail.

SECTION 10.2 WAIVER: Whenever any notice is required to be given to any member of the Board of Trustees or member of any other committees under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, or a waiver communicated by the

person via electronic communication that the Chair of the Board of Trustees determines, to his or her reasonable satisfaction, to have been transmitted by that person, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Notice shall be waived by attendance at a meeting in person, telephonically or by proxy.

ARTICLE XI. INDEMNIFICATION

SECTION 11.1 INDEMNITY OF TRUSTEES, MEMBERS AND OFFICERS: The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened spending, or completed action or other proceeding (whether civil, criminal, administrative, arbitratative or investigative), including any appeal thereof, or any inquiry or investigation that could lead to such an action or proceeding (any of the foregoing to be referred to hereafter as a “proceeding”) by reason of the fact that the person is or was a Trustee, General Officer of the Board of Trustees or Executive Officer of the Foundation (each such person, a “covered person”) to the fullest extent permitted by the TBOC, but if the TBOC is amended, substituted or replaced, only to the extent that such amendment, substitution or replacement permits the Corporation to provide broader indemnification rights than the TBOC permitted the Corporation to provide prior to such amendment, substitution or replacement, against all judgments (including arbitration awards), court costs, penalties, settlements, fines, excise and other similar taxes and reasonable attorneys’ fees (all of the foregoing to be referred to hereafter as “expenses”) actually incurred by the covered person in connection with such proceeding. The right to indemnification in this Section 11.1 shall continue as to a covered person who has ceased to be a Trustee, General Officer or Executive Officer and shall inure to such covered person’s spouse, heirs, executors or administrators.

SECTION 11.2 REPORTS OF INDEMNIFICATION: In accordance with Section 8.152(a) of the TBOC, no later than one (1) year from the date that the Corporation indemnifies any covered person pursuant to Section 11.1, it shall give a written report of such indemnification or advancement to the member, which report must be made with or before the notice or waiver of notice of the next members’ meeting or the next submission to the members of a written consent without a meeting.

SECTION 11.3 INSURANCE: The Foundation shall purchase and maintain insurance and make other arrangements, at its expense, to protect itself and any covered person against such expense, liability or loss, whether or not the Foundation would have the power to indemnify them against that expense, liability or loss under the statutes of the State of Texas governing the Foundation.

**ARTICLE XII.
DISSOLUTION**

SECTION 12.1 DISSOLUTION: The Foundation shall exist only to accomplish the objectives and purpose specified in these Bylaws. No part of the funds of the Foundation shall inure to the benefit of any General or Executive Officer, Trustee or member. In the event of the dissolution of the Foundation for any reason, any funds remaining shall be distributed at the discretion of the Board of Trustees to a qualified Section 501(c)(3) charitable organization affiliated with Texas A&M University, to include the University itself.

**ARTICLE XIII.
AMENDMENTS**

SECTION 13.1 PROCEDURE: These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at a meeting of the Board of Trustees at which a quorum is present, provided written notice thereof is included in the notice of such meeting and served on each Trustee at least ten (10) days prior to the meeting. Any alteration, amendment or repeal of the Bylaws shall become effective 30 days after the adoption thereof.

SECTION 13.2 REPEAL OF PREVIOUS BYLAWS: Except as otherwise provided herein, all Bylaws heretofore adopted by the Foundation that are not included herein, are hereby repealed by the adoption of these Bylaws and these Bylaws relate back to the date of initial adoption of all Bylaws ever adopted by the Foundation or its predecessor entities.

These Bylaws, as adopted the 25th day of April, 2025, are hereby certified by the following members of the Board of Trustees.

Chair – Trey Henderson '80

Chair Elect – Josh Davis '94

Past Chair – Joe Wright '82

Brian Miller '80

Dennis Clark '68

Kendall Miller '88

Jamie Duke '97

Brian Pinto '93

Willie Wood '81

Larry Hodges '88

Beau Martin '90

Adam Sinn '00

Sid Cauthorn '84

Bill Sims '89

Don Whitaker '96