



Texas Christian University

Ranch Management Alumni Association



**Bylaws of
Ranch Management Alumni Association, Inc.
“The Brand on the Buckle”**

Article I. Name

- 1.01 Ranch Management Alumni Association, Inc.

Article II. Purpose

- 2.01 The purpose of the Ranch Management Alumni Association is to strengthen the vast network of Ranch Management Alumni, both domestic and international, and assist in maximizing the success of all graduates. Additionally, the Ranch Management Alumni Association exists to serve the best interests of the TCU Ranch Management Program by supporting its mission, programs, and activities in accordance with the directives of the TCU Ranch Management administration.
- 2.02 The Ranch Management Alumni Association will:
- Keep Ranch Management Alumni connected and engaged
 - Help to enrich student experiences and opportunities
 - Help with administrative needs on a volunteer basis
 - Preserve the history and traditions of the TCU Ranch Management Program

Article III. Membership

- 3.01 Members must be graduates of the TCU Ranch Management Program. Professors within the current TCU Ranch Management Program will be considered Honorary Alumni if not already an Alumni of the program.

Meetings

- 3.02 A minimum of one (1) meeting a year shall be held with the entire Ranch Management Alumni Association membership. This meeting will occur in conjunction with the Annual Membership Meeting of Class Agents, also known as “Winter Round Up”.

Article IV. Board of Directors

- 4.01 The Board of Directors shall consist of not less than ten (10) and no more than fifteen (15) directors. The initial directors shall be those persons named as governing persons in the Certificate of Formation. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.
- 4.02 Directors shall hold office for a two-year (2) term *and* until such director's successor is elected and qualified, or until such director's earlier death, resignation, retirement, disqualification, or removal from office. Any director may be re-elected to serve up to four (4) consecutive terms of office. One member of the Board of Directors shall always be the Ranch Management Alumni Association's Past Chairman. A detailed description of the



Board of Directors' purpose and objectives, as well as each position within the Board of Directors, is provided in further detail in Paragraphs 4.16 – 4.17.

- 4.03 Each Director shall serve a two (2) year term. Each Director may be nominated consecutively to serve up to three (3) additional two-year terms, for a total of eight (8) years of service from time of first nomination. Directors may not serve more than four (4) consecutive, two (2) year terms as a Director. Directors are not limited in serving non-consecutive terms.

Eligibility and Term

- 4.04 Board of Directors shall be chosen from and elected by the members of the Ranch Management Alumni Association and serve a two-year term (2). They shall assume their duties after Class Agents' approval during Winter Round Up.

Purpose

- 4.05 The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Ranch Management Alumni Association. In addition, the Board of Directors will act as an advisory committee that supports the TCU Ranch Management Department Head by collaborating with administration, faculty, donors and the Ranch Management Institute to assist with communication, strategic planning, and program execution.

Goals

- 4.06 Communication: The Board of Directors shall act as a line of communication between the Ranch Management Alumni Association, financial donors, and program administration. The Board of Directors will champion the Ranch Management Program and highlight its importance and needs within TCU.
- 4.07 Supportive Role: The Board of Directors will be available to the TCU Ranch Management Department Head as well as administration and faculty. The Board of Directors will act as a "sounding board" to discuss current issues, collaborate on curriculum changes, and assist in strategic planning for the TCU Ranch Management Program. The Board of Directors will assist in creating workable One-, Five- and Ten-Year Strategic Plans.
- 4.08 Long Term Assistance: The Board of Directors will be available to consult in preparing and executing future succession plans including but not limited to the hiring of new personnel, curriculum updates and project reviews. The Board of Directors will work together to bring ideas from across the members' industry knowledge to the TCU Ranch Management Program while actively working to connect students of the program to real life experiences. The Board of Directors will assist in setting goals and mile markers for the TCU Ranch Management Program, as well as within the School of Science and Engineering.



Main Initiatives

- 4.09 To support the TCU Ranch Management Department Head and be available to him/her and their staff when needed.
- 4.10 Be available to collaborate with and offer sustainable advice and be responsible for the management of the affairs and property of the Ranch Management Alumni Association.
- 4.11 Help ensure that the TCU Ranch Management Program is producing highly sought-after students upon their completion of the program.

Meetings

- 4.12 Board of Director meetings shall be held at the discretion of the Board of Directors' Chairman/President. There must be a minimum of one (1) Board of Directors' meeting per year.
- 4.13 Subject to the provisions of applicable law and the Bylaws of the TCU Ranch Management Alumni Association (hereinafter "Bylaws") regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board may, unless otherwise restricted by statute, by the Certificate of Formation or by these Bylaws, participate in and hold any meeting of such Board of Directors or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet (but only if, in the case of such other suitable communications system, each person entitled to participate in the meeting consents to the meeting being held by means of that system and the system permits each person participating in the meeting to communicate concurrently with all other persons participating in the meeting). If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified and a record must be kept of any vote or other action taken. Participation in a meeting shall constitute presence in person at such meeting, except when a person 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.

Written Consent and Notices

- 4.14 Any action required or permitted to be taken at any meeting of the Board of Directors, or any Board committee, may be taken without a meeting only by written consent. Written consent approving the action must be given by the number of directors or committee members that would be necessary to approve such action at a meeting where all persons entitled to vote on the action were present and voted. Written consent in the form of an electronic transmission by a director or committee member is considered valid if the transmission contains, or is accompanied by, the following:
 - information from which it can be determined that the electronic transmission was transmitted by the director or committee member, and



- the date on which the electronic transmission was transmitted.

- 4.15 Written consent must be filed with the minutes of proceedings of the Board of Directors or of the respective committee. Such consent shall have the same force and effect as a vote at a meeting where such directors or officers were present and voted and may be stated as such in any document. Prompt notice of the taking of any action by the directors or committee members without a meeting by less than unanimous written consent shall be given to those directors or committee members who did not consent in writing to the action.
- 4.16 Whenever any notice is required to be given to any director/committee member of a Board committee under the provisions of any law, the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Positions

- 4.17 President & Chairman of the Board (one person to hold both offices)
- Elected by vote at the Annual Membership Meeting of Class Agents.
 - Shall serve as the Chairman of the Board of Directors and shall be a member of the Directors' Executive Committee.
 - Call to order and preside at meetings of the Board of Directors.
 - Coordinate and execute Board of Directors meeting times as needed.
 - The Chairman of the Board of Directors shall also act as President of the Ranch Management Alumni Association.
- 4.18 Advisory Directors
- Elected by the Board of Directors as needed for particular situations as they arise.
 - Shall not have a vote but may attend all meetings of the Board of Directors and participate in the discussion like other members of the Board Directors.

Article V. Directors' Executive Committee

- 5.01 The Directors' Executive Committee of the Ranch Management Alumni Association shall consist of 1) Chairman/President, 2) President-Elect, 3) Secretary, 4) Treasurer, 5) Treasurer-Elect, 6) Communications Director, and 7) Communications Director-Elect. A detailed description of each position within the Directors' Executive Committee is provided in Paragraphs 5.08 – 5.15, below.

Eligibility and Term

- 5.02 The Directors' Executive Committee shall be nominated from the Board of Directors of the Ranch Management Alumni Association and elected at the Annual Membership Meeting of Class Agents and shall serve a two-year term (2). They shall assume their duties after Class Agents approval during Winter Round Up.



Purpose

5.03 The Director's Executive Committee has the following functions for the Ranch Management Alumni Association:

- Making decisions with and directing attorneys for the Ranch Management Alumni Association on:
 - Litigation or threatened litigation;
 - Making recommendations and approvals for hiring employees and contractors for the Ranch Management Alumni Association;
 - Making decisions regarding insurance coverage for Ranch Management Alumni Association events, and D&O coverage;
 - Making recommendations, suggestions and requests to the Board of Directors regarding nominations to various positions within the Board of Directors and the Directors' Executive Committee.
- Determining when to suggest that inactive or otherwise disqualified Directors should resign. The Directors' Executive Committee shall request any such resignation.
- Nominating individuals to the Board of Directors and Directors Executive Committee. At least two (2) persons must be nominated for the position of President-Elect and any open Board of Director positions. The slate must be approved by current Board of Directors and will be voted on by the Class Agents at the Annual Meeting.

Goals

5.04 The Directors' Executive Committee shall nominate at least two (2) persons for the position of President-Elect, two (2) persons for each open Director position on the Board of Directors if the existing director cannot or chooses not to renew, and one (1) person for each other office of the Directors' Executive Committee. These recommendations should be presented to the RMAA Class Agents at least ten(10) days prior to the election of new members. Both the Board of Directors open positions and Directors' Executive Committee shall be elected at Winter Round Up by attending Class Agents.

Meetings

5.05 The Directors' Executive Committee Meetings will be held a minimum of one (1) time a year, once in January ahead of the Annual Membership Meeting and any other time as determined by the Directors' Executive Committee.

Vacancies

5.06 Whenever any unexpected vacancy occurs in the Directors' Executive Committee, that vacancy shall be filled by a majority vote of the remaining members of the Directors' Executive Committee.



Positions

5.07 Chairman/President

- The Chairman of the Board of Directors shall also act as the President of the Directors' Executive Committee.
- Call to order and preside at all meetings of the Ranch Management Alumni Association and the Directors' Executive Committee, including all Board of Directors meetings.
- Appoint chairs of all standing and ad hoc committees, with the approval of the Directors' Executive Committee.
- Attend Board of Directors meetings.
- Work alongside the TCU Ranch Management Department Head, professors, and college administration in assisting with communication between Ranch Management Alumni, the TCU Ranch Management Program, School of College and Science Engineering and TCU at large.
- Post quarterly messages in the Ranch Management Alumni Association newsletter.
- Serve as chair of any Directors' Bylaws Committee with the President-Elect.

5.08 President-Elect

- Assume all duties of the President in the absence of the President.
- Become Chairman/President the year following his or her term as President-Elect.
- Automatically become Chairman of the Board of Directors in case of a vacancy in the office of Chairman of the Board. (This shall not affect the term of office for which the President-Elect has been elected.)
- Assist the Chairman of the Board of Directors and shall act as Parliamentarian for the Ranch Management Alumni Association Board and meetings.
- Serve as via chairman of any Bylaws Committee with the Chairman and as a member and representative of the Directors' Executive Committee.
- Develop a strategic plan for the Chairman-Elect's upcoming term.
- Act as President of the Ranch Management Alumni Association in the absence of or vacancy in the office of the President.

5.09 Secretary

- Keep minutes of general Ranch Management Alumni Association meetings and Directors' Executive Committee meetings and present these minutes for approval at the following meeting.
- Conduct general correspondence between Ranch Management Alumni and the Ranch Management Alumni Association.
- Serve as advisor to designated committees as requested by the Chairman of the Board of Directors.
- Record all amendments to the Bylaws.



5.10 Treasurer

- Maintain accurate records of income, expenses and assets of the Ranch Management Alumni Association.
- Present a written financial report at each general meeting and each Directors' Executive Committee meeting.
- Serve as advisor to all committees as requested by the Chairman of the Board of Directors.
- Set all committee budgets when applicable at the beginning of each new calendar year.

5.11 Treasurer-Elect

- Assume all duties of the Treasurer in the absence of the Treasurer.
- Become Treasurer the year following his or her term as Treasurer-Elect.
- Automatically become Treasurer in case of a vacancy in the office of Treasurer. (This shall not affect the term of office for which the Treasurer-Elect has been elected.)
- Assist the Treasurer with the budgeting and monitoring of committee's income and expenses.

5.12 Communications Director

- Oversee and help coordinate the TCU Ranch Management Summer Gathering event.
- Assist the Summer Gathering Host Committee with communication of activities.
- Help support social events throughout the year in conjunction with TCU Ranch Management staff and other TCU Ranch Management Alumni events.
- Work closely with Class Agents to maintain a current database of contact information for Ranch Management Alumni.

5.13 Communications Director-Elect

- Assume all duties of the Communications Director in the absence of the Communications Director.
- Become Communications Director the year following his or her term as Communications Director-Elect.
- Automatically become Communications Director in case of a vacancy in the office of Communications Director. (This shall not affect the term of office for which the Communications Director-Elect has been elected.)
- Assist the Communications Director with social events throughout the year, communication with Ranch Management Alumni and TCU Ranch Management staff, and any other responsibilities of the Communications Director.

Article VI. Class Agents

- 6.01 Class Agents serve as an "active link" between their class and the Ranch Management Alumni Association. Class Agents are elected by their respective classes. Class Agents' duties are:



- Attend the annual Class Agents meeting ahead of general membership meetings.
- Provide an annual update on their classmates regarding but not limited to updated contact info, business occupations, and accomplishments to the Communications Director.
- Work with the Directors' Executive Committee to provide nominees for the Board of Directors and the Directors' Executive Committee.
- Vote on the nominees for both the Board of Directors as well as the Directors' Executive Committee presented by the Directors' Executive Committee.

Eligibility

- 6.02 In the event that a Class Agent is not able to fill his/her duties, a new Class Agent can be appointed by the Directors' Executive Committee. In the event neither of the designated Class Agents can make a particular meeting, the Class Agents can appoint another classmate to attend the meeting to represent that class at the meeting.

Voting

- 6.03 Class Agents vote on new members to the Board of Directors and to the Directors' Executive Committee. In the event of the vote resulting in a tie, the present Board of Directors will come together to vote on the position. If there is a tie within the Board of Directors' vote, the President-Elect will cast the deciding vote.

Class Agent Meeting/Dinner

- 6.04 The Class Agent Meeting is held annually during Winter Round Up. The Board of Directors' Chairman & President of the Ranch Management Alumni Association will preside over the meeting along with TCU staff. Meetings will be run efficiently and professionally with outlined agendas, secretary reports and department head reports from the school.

Article VII. Bylaws Committee

- 7.01 Upon approval by the Board of Directors, the directors may create and designate members of an ad hoc By-laws Committee whose function shall be to recommend necessary changes in the Bylaws after changes have been submitted and approved by the Directors' Executive Committee. The Chairman-Elect and Past Chairman shall serve as Co-Chairmen of the Bylaws Committee. Any Bylaws Committee shall consist of the Chairman/President, President-Elect, Secretary, and two other directors designated by the Board of Directors.

Article VIII. Amendments

- 8.01 Upon recommendation of the Directors' Bylaws Committee, these Bylaws may be amended at any Annual Membership Meeting by a two-thirds vote of all members present, upon ten (10) days written notice.



Article IX. Miscellaneous

Notice

- 9.01** Whenever, under the provisions of any law, the Certificate of Formation or these Bylaws, notice is required to be given to any Director or Member of a Board of Directors' Committee the Ranch Management Alumni Association, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission, by email or other form of electronic communication permitted by the Texas Business Organizations Code, or by mail, postage prepaid, addressed to such director or committee member at such person's address as it appears on the records of the Ranch Management Alumni Association. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by facsimile transmission or email or other form of electronic communication shall be deemed to be delivered upon successful transmission of such facsimile or email or other form of electronic communication.

Parliamentary Procedure

- 9.02** Any question concerning parliamentary procedure and Board of Directors' or Directors' Executive Committee meetings shall be determined by the Board of Directors' Chairman & President by reference to Robert's Rules of Order.

Indemnification

- 9.03** To the maximum extent permitted or required by Chapter 8 of the Texas Business Organizations Code, as it now exists or as it may be amended in the future, the Ranch Management Alumni Association shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Ranch Management Alumni Association or (ii) while a director or officer of the Ranch Management Alumni Association, is or was serving at the request of the Ranch Management Alumni Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic Ranch Management Alumni Association, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against all expenses (other than taxes (including taxes imposed by Chapter 42 of the Internal Revenue Code), penalties, or expenses of correction), including attorneys' fees, to the fullest extent that a Ranch Management Alumni Association may grant indemnification to a director under the Texas Business Organizations Code, as the same exists or may hereafter be amended.

In addition to any indemnification to which a person may be entitled pursuant to the foregoing paragraph of this Article, the Ranch Management Alumni Association shall indemnify a foundation manager (as defined in Section 4946(b) of the Internal Revenue Code) for Compensatory Expenses (as hereinafter defined) incurred by or imposed upon



such person to the extent, and only to the extent, that when such payment or reimbursement is added to any other compensation paid to such person, such person's total compensation from the Ranch Management Alumni Association is reasonable under Chapter 42 of the Internal Revenue Code. As used herein, a Compensatory Expense shall mean (a) any penalty, tax (including a tax imposed by Chapter 42 of the Internal Revenue Code), or expense of correction that is owed by a person; (b) any expense not reasonably incurred by the person in connection with a proceeding arising out of a person's performance of services on behalf of the Ranch Management Alumni Association; or (c) any expense resulting from an act or failure to act with respect to which a person has acted willfully and without reasonable cause.

The rights conferred by this Article shall be contract rights and shall include the right to be paid by the Ranch Management Alumni Association expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Business Organizations Code, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Ranch Management Alumni Association within ninety (90) days after a written claim has been received by the Ranch Management Alumni Association, the claimant may at any time thereafter bring suit against the Ranch Management Alumni Association to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to also be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Texas Business Organizations Code, but the burden of proving such defense shall be on the Ranch Management Alumni Association. Neither the failure of the Ranch Management Alumni Association (including its Board of Directors or any committee thereof or special legal counsel) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Ranch Management Alumni Association (including its Board of Directors or any committee thereof, or special legal counsel) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible.

In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of such person's heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of directors or members, agreement or otherwise.

The Ranch Management Alumni Association may additionally indemnify any person covered by the grant of mandatory indemnification contained in this Article to such further extent as is permitted by law and may fully indemnify any other person permitted by law. The Ranch Management Alumni Association may purchase and maintain insurance or a



similar arrangement (including, but not limited to, a trust fund, self-insurance, a security interest or lien on the assets of the Ranch Management Alumni Association, or a letter of credit, guaranty or surety arrangement) on behalf of any person who is serving the Ranch Management Alumni Association (or another entity at the request of the Ranch Management Alumni Association) against any liability asserted against such person and incurred by such person in such a capacity or arising out of the status as such a person, whether or not the Ranch Management Alumni Association would have the power to indemnify such person against that liability under this Article or by statute. Notwithstanding the other provisions of this Article, the Ranch Management Alumni Association may not indemnify or maintain insurance or a similar arrangement on behalf of any person, if such indemnification or maintenance of insurance or similar arrangement would subject the Ranch Management Alumni Association to income tax under the Internal Revenue Code or subject such person to excise tax under the Internal Revenue Code. For purposes of this Article, the term "expenses" includes court costs and attorneys' fees, and the term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding

Article X. By-Laws Amended

January 21, 2023

Announcement of Election & Change to Bylaws – Matt McLelland, Incoming Alumni Association President

- Proposed change to Bylaws (must be voted on by general membership)
 - The Communications Director position currently held by Jessen Cowen was originally meant to handle event planning and helping Ms. Barrow and Ms. Strothers with anything they may need, but it has morphed into several more roles, including sponsorships and donor relations. The Board of Directors proposes a motion to add a Communications Director-Elect position to the Directors' Executive Committee. This will help keep transparency and ensure a smooth transition in the same manner as the Treasurer-Elect and President-Elect. If the motion passes, Jessen would stay on as the Communications Director with the person voted in at the Class Agents' dinner as the Communications Director-Elect so that Jessen can help show that person the ins and outs and give direction. Gilly Riojas made a motion to add a Communications Director-Elect position, Dick Winters seconded the motion and the motion was carried.
 - Bryan Morris made a motion that, in the event of a tie during an election, the present Board of Directors shall come together to vote on the position. If there is a tie within the Board of Directors' vote, the President-Elect will cast a tie breaking vote. Patrick Murray seconded the motion and the motion carried.



January 30, 2026

Change to Bylaws – Trevor Caviness, President

- Proposed the following changes to by-laws in order to streamline processes and procedures and simplify other administrative tasks (must be voted on by general membership/class agents):
 - Consolidated the Chairman of the Board of Directors and the President of the Ranch Management Alumni Association as one position and modified language throughout Bylaws to reflect this.
 - Established that the Directors' Executive Committee shall be made up of members of the Board of Directors and modified language throughout Bylaws to clarify this.
 - Combined the responsibilities of the Nominating Committee with the responsibilities of the Directors' Executive Committee and removed language pertaining to the Nominating Committee from the Bylaws.
 - Directors may serve a maximum of 4 consecutive terms.
 - Annual Voting to be comprised of Class Agents(or designated Reps), with the Executive Cmt. nominating a slate for the for the Board of Directors approval prior to the Annual Meeting and Class-Agent vote. Modified language in the Bylaws to reflect this.
 - Reorganized and reformatted Bylaws for ease of reading.

Attest:

Frank Cargile

Secretary, TCU Ranch Management Assn.

2-2-26

Date

Trevor Caviness

President & Chairman of the Board of Directors

2-2-26

Date



TCU Administration

Chancellor/CEO

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Provost

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Dean of College of Science and Engineering

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2025 Ranch Management Program Personnel

TCU RM Directors/Professors

Dr. Matthew Garcia

Ranch Management Program Director / Department Head
Southwestern Livestock Show and Rodeo Professorship

Jeffrey C. Geider

Director of the Institute of Ranch Management
William Watt Matthews Directorship

Jason Faubion

Assistant Director of the Ranch Management Program
John Biggs Professorship

Lee A. Knox

Associate Professor of the Ranch Management Program
Houston Livestock Show and Rodeo Professorship

TCU Ranch Management Support Staff

Michelle Barrow Brookover

Program Specialist

Sheryl Strother

Administrative Assistant



2025 Ranch Management Alumni Association, Inc.

2025 Board of Directors

Director 1: Matt McLelland - Chairman
Director 2: Jessen Cowen
Director 3: Larry Horwood
Director 4: Wilson Marshall
Director 5: Andrew Polk

2025 Executive Committee

President: Trevor Caviness
Chairman-Elect & Vice President: Robert Buchholtz
Secretary: Frank Cargile
Treasurer: Patrick Murray
Treasurer-Elect: Bethany Etheredge
Communication Director: Allison Haubold
Communications Director-Elect: Blair Hesse