

TACUBO Constitution

Article I. Name

The name of this organization shall be the Texas Association of College and University Business Officers (TACUBO).

Article II. Purpose

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

The purpose of this Association shall be to contribute to the advancement of higher education in its fullest and broadest implications and specifically to the professional advancement of the financial and business affairs professionals in the colleges (excluding community colleges) and universities and university health science centers of Texas .

Section 1

For the fulfillment of these purposes, the Association shall provide for the dissemination of information and the exchange of ideas on problems and matters of common interest by means of annual and special meetings.

Section 2

The Association shall cooperate with other professional organizations within Texas and outside the state whose objectives and purposes are deemed consistent with those of the Association.

Section 3

The Association shall, from time to time, invite representatives of various State and Federal agencies to participate in discussions and to assist in the solution of common problems.

Article III. Membership and Voting

Section 1

It is understood that active membership is institutional. Institutional membership shall be open to the colleges (excluding community colleges) and universities and university health science centers of Texas. Institutions which become members of the Association shall be known as institutional members. The Chief Financial Officer of each institution, or his/her designee, shall be known as primary members and shall represent and vote for the institution. Institutions of complex organizations may hold an institutional membership for the system and each separately organized institutional entity.

Publicly funded agencies attached to publicly funded universities may also hold an institutional membership when such agencies receive separate State of Texas appropriations under Article III of the General Appropriations Act (excluding Special Item only funded activities). The Executive Committee shall make the final determination in any questionable case.

Section 2 — *Honorary Membership*

Individuals no longer eligible for active membership in the Association may be recommended by the Executive Committee for continued affiliation as honorary members. The Executive Committee shall submit for election by the primary members those nominees deemed to have given outstanding service to the Association.

Section 3 — *Voting*

Voting is limited to primary members or designee. Institutional membership entitles the institution to one vote.

Article IV. Officers

Section 1

Each officer of the Association, collectively known as the Executive Committee, shall be a primary member unless approved by the Executive Committee. The Executive Committee shall consist of the following:

- a. a President, who shall assume office after serving as President-Elect,
- b. a President-Elect,
- c. a Secretary,
- d. a Treasurer,
- e. an Arrangements Chair,
- f. a Constitution and Bylaws Chair,
- g. a Sponsorship Chair
- h. an Immediate Past President, and
- i. four (4) at-large members for succession planning purposes of the Executive Committee

Election of Executive Committee members shall be by simple majority of those primary members present and voting at an annual meeting or, with the approval of the Executive Committee, at a special called meeting of primary members.

The slate of officers (President, President-Elect, Secretary, Treasurer, Sponsorship Chair, Arrangements Chair, and the Constitution and Bylaws Chair) shall be elected annually at the primary members retreat. All TACUBO Officers shall have office terms that generally coincide with the calendar year and run for two consecutive years.

The at-large members will have a two-year term, where at the conclusion of the term he/she will remain eligible to run for the same position or another position on the Executive Committee without limitation.

Should an officer become ineligible for membership for any reason including, but not limited to, a change in employment status such as retirement, the Executive Committee may reconstitute itself with existing and new members to fill any pending vacancies on an interim basis. These interim appointments shall be formally elected as provided above.

Notwithstanding the preceding, with the approval of the Executive Committee, an officer who becomes ineligible for membership may be permitted to remain in his/her current position through the next regularly scheduled meeting to assist with the transition of duties.

If an Immediate Past President becomes ineligible for membership, the Executive Committee shall appoint one of the former presidents of the Association who holds active membership to the Executive Committee.

Section 2 — *Duties of Officers*

President

It shall be the duty of the President to assume full responsibility for all of the general activities of the Association. In case the office of the President becomes vacant, the office shall be filled by the President-Elect until the next meeting and under this circumstance, the President-Elect shall serve in the following year for a full term as President. The President may delegate the authority to establish or close TACUBO bank or investment account(s) to the Treasurer. The President shall have signatory authority on all TACUBO established bank and investment account(s). The President may delegate another Executive Committee member to assist the Treasurer in the banking functions, but the delegate will not have signature authority.

President-Elect

It shall be the duty of the President-Elect to be chief assistant to the President. The President-Elect shall plan and be in charge of the program for the annual meeting(s).

Secretary

It shall be the duty of the Secretary to publish annually an accurate list of the institutional members' primary members and representatives, and honorary members of the Association. The Secretary shall have the responsibility for keeping and promptly distributing the minutes of all annual and special meetings of the Association and the minutes of meetings of the Executive Committee. The secretary will maintain the TACUBO Continuing Professional Education (CPE) registration with the Texas State Board of Public Accountancy. The secretary will keep all records necessary to award and document all CPE offered to members. The secretary will also maintain the TACUBO web site. The Secretary shall perform other duties as may be assigned by the Executive Committee.

Treasurer

It shall be the duty of the Treasurer to prepare and keep an accurate list of the member institutions of the Association and collect the institutional membership fee as well as the institutional annual meeting(s) registration fee(s) when such fees are charged. The Treasurer shall bear sole responsibility to the Executive Committee for membership records and

membership reports. The Treasurer will prepare informal financial statements for meetings of the Executive Committee and primary members for each regularly scheduled meeting. At the close of the fiscal year, the Treasurer shall make a complete financial report for review by the immediate past president, the chair of the accounting principles committee, and at least one other member of the accounting principles committee (collectively the finance committee) which shall certify and present the report to the Executive Committee.

Upon approval of the President of the Executive Committee, the Treasurer may establish or close TACUBO bank and investment account(s). The Treasurer shall have signatory authority on all established TACUBO accounts. The Treasurer is responsible for the collection, disbursing and reconciliation of all TACUBO funds.

The Treasurer shall perform such other duties as may be assigned by the Executive Committee.

Arrangements Chair

It shall be the duty of the Arrangements Chair to plan and coordinate the primary member, winter and summer meetings of the Association. The Arrangements Chair will be responsible for contacting hotels, providing meeting rooms, menus, and equipment arrangements for presentations. The Arrangements Chair will also ensure hotel reservation for guests and speakers at Association meetings.

Constitution and Bylaw Chair

It shall be the duty of the Constitution and Bylaw Chair to review and make recommended updates to both the Associations Constitution and Bylaws to the Executive Committee. The Chair will present the documents at least annually and as needed. The Constitution and Bylaw Chair may also serve as the Assistant Program Committee Chair, as the Assistant Arrangements Chair, and/or perform other duties as assigned by the President.

Sponsorship Chair

It shall be the duty of the Sponsorship Chair to build and maintain business relationships with vendors that are interested in sponsoring and supporting TACUBO's professional development, advisory, and advocacy activities. The Sponsorship Chair may also serve as the Assistant Program Committee Chair, as the Assistant Arrangements Chair, and/or perform other duties as assigned by the President.

Immediate Past-President

It shall be the duty of the Immediate Past President to have completed an Annual Audit of the year-end financial report to be presented to the Executive Committee.

At-Large Member(s):

It shall be the duties of the four (4) at-large members to assist one or more of the aforementioned officers, as necessary.

Article V: Meetings and Quorum

Section 1 — *Meetings*

There shall be annual meeting(s) of the Association. The date and place of the meeting(s) shall be decided by the Executive Committee. The Executive Committee shall also have the authority to call additional meetings whenever necessary and to postpone or omit the annual meeting(s), if the need arises.

In case of exigent circumstances, the Executive Committee may make amendments to the Constitution, subject to ratification by the Primary Members at the next available meeting, but no later than 180 days, otherwise the changes are invalidated.

Section 2 — *Quorum*

A majority of the votes cast by the institutional primary members in-person and voting, or a majority of paid primary members for an electronic vote, shall constitute a quorum except as designated in Article IV and VI of this Constitution and Article III of the Bylaws.

Article VI: Amendments

This Constitution may be amended at any meeting by a two-thirds majority of the votes cast by institutional primary members present and voting, provided that notice of the proposed amendment has been sent to the members at least thirty days in advance of the meeting at which such amendment is to be acted upon. An amendment not thus proposed in advance may be adopted by a four-fifths majority of the votes cast by the primary members present and voting.

Article VII

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

One employee or delegate for the President, President-Elect, Treasurer, Secretary, Arrangements Chair, and Sponsorships Chair, but not the officers themselves, shall each receive \$250 following the winter and summer conferences of each year in return for rendering services to the association in support of their respective TACUBO officer.

Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article VIII

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this.

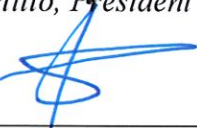
Respectfully,



Juan Castillo, President

10/20/2025

Date



Clayton Gibson, Secretary

10/20/25

Date



Valarie Van Vlack, Constitution and Bylaws Chair

10/25/25

Date