

RESOLUTION OF THE TEXAS FFA ALUMNI ASSOCIATION ALUMNI COUNCIL AUTHORIZING RETENTION OF INDEPENDENT LEGAL COUNSEL

WHEREAS, the Texas FFA Alumni Association has an interest in maintaining sound organizational governance, transparent operations, and compliance with applicable laws, governing documents, and nonprofit best practices;

WHEREAS, questions and concerns have been raised regarding the Association's governance structure, records, procedures, legal compliance, and organizational practices;

WHEREAS, the Association would benefit from independent legal advice separate from any individual officer, director, employee, affiliated organization, or stakeholder;

WHEREAS, a complaint identified as **#TCP-031213** is pending with the Texas Attorney General's Office concerning matters involving the Texas FFA Alumni Association;

WHEREAS, the Alumni Council desires to address the pending complaint in a responsible, transparent, and legally appropriate manner; and

WHEREAS, the Alumni Council finds that retaining independent legal counsel is in the best interests of the Texas FFA Alumni Association and its members;

NOW, THEREFORE, BE IT RESOLVED, that the Alumni Council authorizes and directs the Texas FFA Alumni Association to retain independent legal counsel for the purpose of advising the Association on organizational governance, legal compliance, nonprofit obligations, records and procedures, and related matters;

BE IT FURTHER RESOLVED, that independent legal counsel shall also be authorized to advise the Association regarding the pending complaint with the Texas Attorney General's Office identified as **#TCP-031213**, including appropriate communication, response, resolution, corrective action, and compliance measures;

BE IT FURTHER RESOLVED, that the retained counsel shall represent the interests of the Texas FFA Alumni Association as an organization and shall not represent any individual officer, council member, employee, advisor, affiliated entity, or other person unless separately authorized and ethically permissible;

BE IT FURTHER RESOLVED, that the Alumni Council authorizes the appropriate officers of the Association to identify, evaluate, and engage qualified independent legal counsel, subject to approval by the Alumni Council before final engagement;

BE IT FURTHER RESOLVED, that legal counsel retained under this resolution should have appropriate experience in nonprofit governance, Texas nonprofit law, organizational compliance, and matters involving state regulatory or attorney general oversight;

BE IT FURTHER RESOLVED, that the Alumni Council directs the Association to cooperate fully with retained counsel, including by providing relevant governing documents, records, correspondence, meeting minutes, financial records, membership records, prior complaints, and other documents reasonably requested by counsel;

BE IT FURTHER RESOLVED, that retained counsel shall provide recommendations to the Alumni Council regarding governance improvements, legal compliance, document retention, member rights, officer and council procedures, and any corrective actions necessary or advisable to resolve pending issues;

BE IT FURTHER RESOLVED, that the Alumni Council authorizes reasonable expenditure of Association funds for the retention of independent legal counsel, subject to any applicable budgetary limits or further Council approval required by the Association's governing documents; and

BE IT FINALLY RESOLVED, that this resolution shall take effect immediately upon adoption.

Adopted this ____ day of _____, 2026, by the Alumni Council of the Texas FFA Alumni Association.

Presiding Officer

Secretary