

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**TEXAS VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTER**

Pursuant to an Annual Meeting of the Members of Texas Voluntary Organizations Active in Disaster (sometimes referred to as “the Corporation” and “Texas VOAD”) held January 12, 2020, at which a quorum was present, at least one-half (1/2) of the Members entitled to vote at such Annual Meeting approved and adopted the following Amended and Restated Bylaws.

These bylaws constitute the code of rules adopted by Texas Voluntary Organizations Active in Disasters (hereafter “the Corporation”) for the regulation and management of its affairs. Texas Voluntary Organizations Active in Disasters is a nonprofit corporation organized under the Texas Business Organization Code.

As set out in the Corporation’s Certificate of Formation: “This Corporation is organized pursuant to the Texas Business Organizations Code. The purposes for which the Corporation is organized are exclusively charitable within the meaning of the Internal Revenue Service Code, Section 501 (c) (3), and the Texas Tax Code, Section 11.18, and consist of the following:

**ARTICLE I – CORPORATION**

**A. CORPORATE NAME**

The name of the corporation shall be Texas Voluntary Organizations Active in Disaster.

**B. PRINCIPAL OFFICE**

The principal office and location of the Corporation shall be at such place as may be designated from time to time by the Board of Directors.

**C. REGISTERED OFFICE AND REGISTERED AGENT**

The Corporation shall have and continuously maintain a registered office and a registered agent whose office is identical with such registered office and may have other offices within the State of Texas as the Board of Directors may from time to time determine.

**D. PURPOSES**

The purpose of the Corporation is to operate exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time, or any corresponding provision of any future United States Internal Revenue law (the “Code”), including, but not limited to, the following:

1. To serve as the counterpart for the State of Texas to National Voluntary Organizations Active in Disaster (hereafter “National VOAD”); and
2. To serve as a statewide association of voluntary and partner organizations that respond to disaster as a part of their overall mission; and
3. To provide a forum that promotes the guiding principles of cooperation, communication, coordination, and collaboration in order to foster effective and efficient delivery of member services to Texas communities; and
4. In general, to carry on any business which is lawful and proper for a corporation organized and existing under the Texas Business Organization Code; and

5. In general, to carry on any lawful purpose whatsoever in connection with the foregoing which is calculated directly or indirectly to promote the interest of the Corporation or to enhance the value of its property; and to do or take each and every other action suitable or proper for the accomplishment of these purposes or to the attainment of any one or more of the objectives hereinabove enumerated, which at any time shall appear conducive to or expedient for the protection or benefit of the Corporation.

#### **E. POWERS**

The Corporation shall have the power to acquire by purchase, gift or otherwise, from time to time, such property, real and personal, as may be convenient for the successful carrying out of the objectives of the Corporation as herein above set out; and to own, manage and dispose of its property in such manner as the Corporation may deem best for accomplishing its said objectives; and the Corporation shall have the power generally to do all acts in its judgment adapted to carrying out its said objectives, which are not contrary to anything contained in these Bylaws, the Corporation's Articles of Incorporation or the constitution or laws of the State of Texas.

The Corporation is a statewide association of voluntary and partner organizations and each member organization retains full organizational autonomy when becoming a member of the Corporation.

#### **F. RESTRICTION ON USE OF ASSETS**

All of the assets and the earnings of the Corporation shall be used exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member of the Board of Directors, its officers, or other individuals except that the Corporation may make payments of reasonable compensation for services rendered to the Corporation and to make a payment or distribution in furtherance of the purposes set forth above.
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office except as authorized under the Code.
3. Notwithstanding any other provision contained herein, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### **G. DISTRIBUTION OF ASSETS ON DISSOLUTION OR LIQUIDATION**

Upon the dissolution or liquidation of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, and as the Board of Directors shall so determine in accordance with the Texas Business Organizations Code or any other applicable law.

## ARTICLE II – MEMBERS

### A. CATEGORIES AND QUALIFICATIONS

1. Categories of membership and partners in the Corporation shall be identified in Exhibit A and incorporated herein by reference.
2. Qualifications of membership and partners in the Corporation shall be identified in the membership application.

### B. APPLICATION

Organizations exempt from Federal income taxation under Section 501(a) of the Code may apply for Full or Associate membership if their primary function and work is consistent with the Corporation.

Organizations that are not exempt from Federal income taxation under Section 501(a) of the Code, but bring resources to the VOAD movement, demonstrate a commitment to support the Texas VOAD mission, and agree to contribute to Texas VOAD, may apply for Partner.

### C. DUES

Amount and structure of dues for all membership categories shall be proposed by the Board of Directors and approved by a majority vote of the Members present at the time of vote. The Board may adopt policies concerning late or non-payment of dues by Members.

### D. SELECTION, RIGHTS AND TENURE

1. Full Members and Associate Members (hereinafter collectively referred to as “Members”), and Partners shall be approved by a majority vote of the Full Members present and voting.
2. Full Members shall have the right to vote on all matters coming before the membership for a vote. Associate Members and Partners shall be nonvoting members, except as otherwise provided in these Bylaws.
3. The term of membership shall be perpetual, except as set forth in the following paragraph.
4. Upon a two-thirds (2/3) vote of the Board of Directors present and voting, the membership of any Member or Partner may be terminated if that organization fails to meet the specific criteria for each category of membership listed in the membership application or any additional specific criteria for each category of membership that may be defined by the Board of Directors.
5. Any Member or Partner organization, after having fulfilled all obligations to the Corporation, may resign by written notice, of the official member representative, to the Board of Directors. Resignation shall not release the resigning organization from payment of any outstanding dues, charges, or other indebtedness to the Corporation.

### E. ANNUAL MEETING

The annual meeting of the Members shall be held on a date to be determined by the Board of Directors, for the purpose of electing Officers and Directors and for the transaction of such other business as may come before the meeting. If the election of Officers and Directors shall not be held on the date designated for any annual meeting, or at any adjournment thereof, the Members shall cause such election to be held at a special meeting of the Members as soon thereafter as convenient.

### F. GENERAL MEMBERSHIP MEETING

General Membership Meetings may be scheduled at the discretion of the Chairperson, Board of Directors, or by a request of a member that has been subsequently approved by a majority vote of the Members.

#### **G. SPECIAL MEETING**

Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chairperson or the Board of Directors, at their discretion. In addition, ten percent (10%) of the Members of the Corporation entitled to vote may request the call for a special meeting specifying the date and month thereof, which shall be provided not less than ten (10) nor more than sixty (60) days prior to the date of such written request to the Board of Directors. Upon receiving the request, the Board of Directors shall give notice of such meeting to all voting Members stating the purpose. The purpose of the meeting shall be the only agenda item(s) for the meeting.

#### **H. PLACE OF MEETING**

The Board may designate any place within Texas, unless otherwise prescribed by statute, as the place of meeting for any Annual Meeting, General Membership Meeting, or for any Special Meeting.

#### **I. ELECTRONIC MEETINGS**

If so designated, any Annual Meeting, General Membership Meeting, or Special Meeting may be held via the use of any means of communications by which all members participating may simultaneously hear each other during the meeting, and participation by such means shall be deemed to constitute presence at a meeting. These Annual, Membership, and Special Meetings may be held by electronic means (such as Internet communication systems, telephone conferences, video conferences, etc.) subject to the following:

1. A majority of the members shall have access to the appropriate electronic meeting media as verified to their response. This majority shall constitute the quorum for the meeting and, once established, shall be assumed present until the meeting is adjourned.
2. The technology used for the electronic meetings shall allow the members full access to and full participation in all meeting transactions throughout the specified time of the meeting.
3. The affirmative vote of a majority of the quorum shall be the minimum vote requirement for the adoption of any motion. A majority of the votes cast shall be necessary for the adoption of motions.

#### **J. NOTICE OF MEETING**

Written, printed, or electronically transmitted notice stating the place, day and hour of the meeting and, in cases of special meetings, the purpose(s) for which the meeting is called, shall be sent not less than ten (10) days nor more than sixty (60) days before the date of the meeting at the direction of the Chairperson, or the Secretary, to each Member of record entitled to vote at such meeting, and to each Officer and Director of the Corporation then in office. If mailed, such notices shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed with postage thereon prepaid. If sent electronically, such notice shall be deemed to be delivered upon transmission. Any Member may waive notice of any meeting. The attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **K. QUORUM**

At any meeting of Members, fifty-one percent (51%) of the Members of the Corporation entitled to vote, represented in person, virtually, or by written proxy, shall constitute a quorum. If less than said number of the Members are present or represented at a meeting, a majority of the Members present may adjourn the meeting without further notice. At such a meeting at which a quorum is not present or

represented, no business may be transacted that might have been transacted at the meeting as originally notified.

#### **L. PRESIDING OFFICER**

The Chairperson or their designee shall serve as the presiding officer at meetings of the Members. The presiding officer shall designate an appointee to act as the secretary of the meeting.

#### **M. VOTING**

1. Each Full Member that meets the criteria outlined in the membership application shall be entitled to one vote in any and all meetings of the Members of the Corporation. Associate Members and Partners shall not be entitled to vote, except as otherwise provided in these Bylaws.
2. Each Member of the Corporation entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws shall be entitled to one vote. The vote of a Member's representative shall constitute the vote of the Member.
3. Robert's Rules of Order, latest edition, shall govern as the manner in which to conduct any meetings of the Corporation. Upon the demand of any Member of the Corporation entitled to vote, the vote upon any question before the meeting shall be by secret ballot. The act of a majority of the Members of the Corporation entitled to vote at a meeting at which a quorum is present shall be the act of the Members, except as otherwise provided for by the Articles of Incorporation, these Bylaws, or the laws of this State.
4. The acting Member representative entitled to vote at a meeting, or to express consent or dissent without a meeting, may authorize another person, directly affiliated with the Member organization, to act on behalf of said Member organization. Every proxy must be signed by the Member representative and include beginning and ending dates for the authorization period. Every proxy shall be revocable at the pleasure of the Member representative executing it, except as otherwise provided by law.

#### **N. VOTING LISTS**

1. The Secretary of the Corporation, or their designee, shall maintain an accurate and current list of the names and contact information of the Members of the Corporation eligible to vote. Such list shall be available for inspection at any and all meetings of the Members of the Corporation.
2. Each Member shall provide to the Secretary of the Corporation, or their designee, for placement on the official list of voting Members the name and contact information of the person appointed to represent it and to vote for it at meetings of the Members of Texas VOAD along with one alternate representative in the event that the primary representative is unavailable. In the event of the absence of such notification or of conflicting notifications, the Secretary shall recognize one person to represent the Member in question at any meeting of the Members of Texas VOAD.

#### **O. ACTION WITHOUT A MEETING**

Any action required or permitted to be taken by the Members of the Corporation at a meeting may be taken without a meeting if all of the Members of the Corporation entitled to vote consent in writing or by electronic transmission to the adoption of a resolution authorizing the action. The resolution and consents of the Members shall be filed in paper form with the minutes of the proceedings of the Corporation.

## **ARTICLE III – BOARD OF DIRECTORS**

### **A. GENERAL AUTHORITY**

The Board of Directors ("Board") is responsible for establishing the strategic vision and providing oversight of the Corporation. The Board may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper and which are not inconsistent with these Bylaws, the Articles of Incorporation, or the laws of this State.

### **B. NUMBER AND TENURE**

1. There shall be no more than eleven (11), and no less than three (3), voting Board members, with staggered terms of two (2) years each.
2. Two-thirds (2/3rds) of the Board shall be comprised of Full Members.
3. Each member of the Board may be elected to only two (2) consecutive terms. A one (1) year absence from the Board must occur prior to becoming eligible following completion of a second consecutive term.
4. Each term ends at the close of the annual Members' meeting held in the third year after his or her election. Notwithstanding the expiration of his or her term, each Director shall continue to serve in office until his or her successor shall have been duly elected and qualified, or until he or she shall have resigned or been removed from office.
5. The past-Chairperson may be invited by the Board to serve as an ex-officio non-voting member of the Board for a term of one (1) year.
6. A representative of the State Emergency Management Agency may be invited to serve as an ex-officio non-voting member of the Board. He/she shall be appointed by the Director of the State Emergency Management Agency and his/her term of office on the Board of Directors shall continue at the pleasure of both the Director of the State Emergency Management Agency and the Board of Directors of Texas VOAD.
7. A representative of OneStar Foundation may be invited to serve as an ex-officio non-voting member of the Board of Directors. He/she shall be appointed by the Chief Executive Officer of OneStar Foundation and his/her term of office on the Board of Directors shall continue at the pleasure of both the Chief Executive Officer of OneStar Foundation and the Board of Directors of Texas VOAD.
8. There may be other non-voting members appointed by the Board from time to time as the Board deems appropriate.

### **C. ELECTION PROCESS AND TERM OF OFFICE**

All nominees to be considered for election will be qualified and selected by a nominating committee and presented to the Members of the Corporation entitled to vote for consideration and election at the Annual Meeting. There will be no provision for nominations from the floor at the election.

With the exception of the State Emergency Management Agency and OneStar Foundation representatives, members of the Board of Directors serve as individuals, not organizations. If a member of the Board leaves her/his affiliated member organization and becomes a designated representative of another member of Texas VOAD, he/she maintains their position as a member of the Board. If the member of the Board's new organization is not a member of Texas VOAD, the new organization must apply for membership within 90-days of the member of the Board affiliating with that new organization and he/she must be a designated representative of the new organization. If the new organization does not submit a membership application within 90-days, or if the submitted membership application does not meet the

membership requirements of Texas VOAD, the individual shall resign his/her Board position with Texas VOAD.

#### **D. REGULAR MEETINGS**

A regular meeting of the Board shall be held immediately after and at the same place as the annual meeting of the Members. The Board may provide by resolution the time and place for the holding of additional regular meetings. Notice of all meetings shall be provided not less than ten (10) nor more than sixty (60) days prior to such meeting.

#### **E. SPECIAL MEETINGS**

Special meetings of the Board may be called by or at the request of the Chairperson or a majority of the Board. The person or persons authorized to call special meetings of the Board may fix the place for holding any special meeting. The purpose of the meeting shall be included in the notification of the meeting.

#### **F. ELECTRONIC MEETINGS**

The Board may permit any or all directors to participate in a Regular or Special Meeting by, or conduct the meeting through, the use of any means of communications by which all members of the Board participating may simultaneously hear each other during the meeting, and participation by such means shall be deemed to constitute presence at a meeting. These Regular and Special Meetings of the Board may be held by electronic means (such as Internet communication systems, telephone conferences, video conferences, etc.) subject to the following:

4. A majority of the Board members shall have access to the appropriate electronic meeting media as verified to their response. This majority shall constitute the quorum for the meeting and, once established, shall be assumed present until the meeting is adjourned.
5. The technology used for the electronic meetings shall allow the Board members full access to and full participation in all meeting transactions throughout the specified time of the meeting.
6. The affirmative vote of a majority of the quorum shall be the minimum vote requirement for the adoption of any motion. A majority of the votes cast shall be necessary for the adoption of motions.

#### **G. NOTICE**

Written notice of a regular or special meeting shall be transmitted at least ten (10) days but not more than sixty (60) days prior thereto by mail or electronic transmission to each member of the Board at his or her address of record. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid. If sent electronically, such notice shall be deemed to be delivered upon transmission. Any member of the Board may waive notice of a meeting. The attendance of a member of the Board at a meeting shall constitute a waiver of notice of such meeting unless such member of the Board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

#### **H. QUORUM**

At any meeting of the Board, the presence of at least fifty-one percent (51%) of the members of the Board then in office shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting, a majority of the members of the Board present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

#### **I. VOTING; MANNER OF ACTING**

Each member of the Board entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws shall be entitled to one vote. The act of the majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required under the Articles of Incorporation, these Bylaws or under any applicable laws of the State of Texas.

#### **J. VACANCIES**

The vacancy of a seat on the Board of Directors may be filled by the election of a new member of the Board by the Board of Directors for the remainder of the unexpired term, provided that such election is ratified by the Members at the next succeeding Annual Meeting. The Nominating Committee shall recommend to the Board a person to fill the vacancy. The Board shall approve the person to be appointed by majority vote of those present. That person shall have all the rights and responsibilities of a member of the Board until they are brought before the Members for ratification at the next meeting of the Members. A member of the Board filling the vacancy of a seat on the Board of Directors, regardless of the remainder of the unexpired term, shall constitute the equivalent of 1 full term.

#### **K. REMOVAL OF DIRECTORS**

A member of the Board may be removed, with or without cause, by a two-thirds (2/3) vote of the Members of the Corporation present and voting. Such removal shall be effective upon the occurrence of such vote at any Regular or Annual meeting, or at any Special Meeting called for that purpose. Recall elections, held by the Membership, shall be conducted within thirty (30) days of the presentation to the Chairperson of a petition signed by one-half (1/2) of the Members of the Corporation entitled to vote. Such removal or recall of a member of the Board shall be without prejudice to the contract rights, if any, of the person so removed.

An ex-officio member of the Board may be removed, with or without cause, by a two-thirds (2/3) vote of the Board of Directors of the Corporation. Such removal shall be effective upon the occurrence of such vote. Such removal or recall of an ex-officio member of the Board shall be without prejudice to the contract rights, if any, of the person so removed.

#### **L. RESIGNATION**

A member of the Board may resign at any time by giving written notice to the Board, the Chairperson, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer. The acceptance of the resignation shall not be necessary to make it effective.

The seat of any member of the Board whose direct affiliation with the Member ceases, or if such member of the Board no longer serves as the duly authorized representative of the Member, shall automatically become vacant.

#### **M. COMPENSATION**

No compensation shall be paid to a member of the Board for their services as such, except that members of the Board may receive reimbursement for expenses incurred on behalf of the Corporation, if the Board so provides. Nothing herein contained shall be construed to preclude any member of the Board from serving the Corporation in any other capacity and receiving compensation thereof.

#### **N. ACTION WITHOUT A MEETING**

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if all of the members of the Board entitled to vote consent in writing or by electronic transmission to the



adoption of a resolution authorizing the action. The resolutions and consents of the members of the Board shall be filed in paper form with the minutes of the proceedings of the Corporation.

#### **ARTICLE IV – OFFICERS OF THE BOARD OF DIRECTORS**

##### **A. NUMBER**

The Officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Treasurer, and a Secretary, each of whom shall be from a distinct organization and elected by each Member of the Corporation entitled to vote. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Such officers shall have the authority to and shall perform the duties prescribed, from time to time, by the Board of Directors.

##### **B. ELECTION AND TERM OF OFFICE**

The Officers shall be elected at the Annual Meeting of the Corporation. Each Officer's term shall be for two (2) years, ending at the next Annual Meeting. Each Officer may be elected to only two (2) consecutive terms. Notwithstanding the expiration of his or her term, each Officer shall continue to serve in office until his or her successor shall have been duly elected or until he or she shall have resigned or been removed from office. Such other officers and assistant officers shall be elected as specifically provided in these Bylaws and the consecutive terms in office shall not be limited.

##### **C. REMOVAL**

Any officer or agent elected or appointed by the Board may be removed by a simple majority vote of the Board, whenever in the Board's judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Recall elections may be held at the discretion of the Chairperson and must be held within thirty days of the petition of one-third (1/3) of the Board. If the person is removed as an officer, they may remain on the Board of Directors, or they may be removed by another majority vote of the Board of Directors.

##### **D. VACANCIES**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by majority vote of the Board for the unexpired portion of the term, except that the Vice-Chairperson shall automatically assume the position of Chairperson in the event of a vacancy in the office of Chairperson for the unexpired portion of the term. Election of any officer, filling a vacancy, shall be at the membership level of the former officer.

##### **E. CHAIRPERSON**

The Chairperson shall preside at all meetings of the Members and of the Board. He or she shall perform all duties incident to the office of the Chairperson and such other duties as may be prescribed by the Board from time to time.

##### **F. VICE CHAIRPERSON**

The Vice-Chairperson shall preside at meetings of the Members in the absence of the Chairperson. The Vice-Chairperson shall assume the position of Chairperson in the event that the Chairperson fails to complete his/her term. The Vice-Chairperson shall also perform such other duties as may be assigned by the Chairperson or by the Board of Directors.

##### **G. SECRETARY**

The Secretary shall (a) keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; (c) in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him/her from time to time by law, the Board of Directors, the Chairperson, or these Bylaws. The Board may appoint an Assistant Secretary to assist the Secretary in the performance of his or her duties.

In addition, the Secretary shall insure the safekeeping of the minutes of all meetings of the Board of Directors and of the Membership of the Corporation. He or she will ensure that a register of the contact information of each Member, the designated representative of each Member, and of each member of the Board, which shall be furnished to him or her by such Member or member of the Board is kept by the Corporation. He/she shall see that all notices are duly given in accordance with the provisions of these Bylaws or as otherwise required.

#### **H. TREASURER**

The Treasurer shall have custody of, and be responsible for, all the funds and securities of the Corporation. In such role, the Treasurer shall perform the following functions: (a) receive all contributions and other funds and securities payable to the Corporation and deposit and withdraw such funds in and from such banks, trust companies, or other depositories as shall be selected in accordance with the resolutions adopted from time to time by the Board of Directors; (b) pay all debts of the Corporation as they come due; (c) prepare current financial reports for the Corporation and submit them to the Board of Directors at its regular meetings; (d) prepare year-end financial statements for the Corporation and submit them to the Board of Directors at its Annual Meeting; (e) retain all financial records of the Corporation, including, without limitation, vouchers, receipts, bank statements and cancelled checks; and (f) perform such other duties and have such other responsibilities as shall be assigned to him/her from time to time by law, the Board of Directors, the Chairperson, or these Bylaws. The Board may appoint an Assistant Treasurer to assist the Treasurer in the performance of his or her duties.

#### **I. DELEGATION OF AUTHORITY**

The Board of Directors may from time-to-time delegate any of the functions, powers, duties, and responsibilities of any officer elected by the Board of Directors to any other officer elected by the Board of Directors or to any agent or other responsible person. In the event of such delegations the officer from whom any such function, power, duty or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

### **ARTICLE V – COMMITTEES**

The Board of Directors shall have the power to establish and designate, by resolution passed by a majority of the Board of Directors, such committees as it shall deem appropriate or expedient for the furtherance of the objectives and purposes of the Corporation and to delegate to such committees those powers which, in its discretion, it feels are necessary or desirable, except to the extent limited by these Bylaws, the Articles of Incorporation of the Corporation, or the laws of the State of Texas. A majority of the members of any such committee shall constitute a quorum thereof, and no acts of any such committees shall be valid unless approved by the affirmative vote of the majority of the committee members present at a meeting at which a quorum is present. Any committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors from time to time. Any such committee shall meet following appropriate notice to all of its members as further defined by policies and procedures set forth by the Board of Directors.

#### **A. STANDING COMMITTEES**

The following committees shall exist as the standing committees of the Corporation.

1. **NOMINATING** – This committee will be chaired by a current member of the Board and consist of at least one (1) representative from the Full Membership, one (1) representative from the Associate Membership, and (1) Officer, and is responsible for the nominations process for the Board of Directors. The Full and Associate member representatives do not need to be a current member of the Board of Directors.
2. **FINANCE** - This committee will be chaired by the current Treasurer, have a minimum of three (3) members with at least one (1) member not currently on the Board, and is responsible for fiscal policy.
3. **MEMBERSHIP** - This committee will be chaired by a current Board member, have a minimum of three (3) members with at least one (1) member not currently on the Board.
4. **EXECUTIVE** – The Executive Committee will be chaired by the Chairperson and will minimally consist of the elected Officers. The Executive Committee may also include any other individuals in either an official (voting) or ex-officio (non-voting) capacity, as the Board deems necessary. The Executive Committee convenes periodically at the request of any of its members and is authorized to exercise the powers and responsibilities of the Board when that body is not in session. The Executive Committee is empowered to take any action that could be taken by the Board as a whole and will report on its activities in a timely manner to the full Board. However, the Executive Committee shall not fill vacancies on the Board or any of its committees or approve a plan of merger not requiring member approval.

#### **B. AD HOC COMMITTEES**

Ad Hoc Committees may be created and/or terminated, as needed, by the Board. The mission, scope, composition, and term of such committees shall be determined by the Board.

#### **C. TASK FORCES AND COUNCILS**

Task Forces and Councils may be created and/or terminated, as needed, by the Board. The mission, scope, composition and term of such task forces and councils shall be determined by the Board.

### **ARTICLE VI – BUSINESS OPERATIONS**

#### **A. CONTRACTS**

The Board, through a majority vote of the members of the Board eligible to vote, may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

#### **B. CHECKS, DRAFTS, ETC.**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Chairperson.

### **C. DEPOSITS**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

### **D. AUDIT**

The financial accounts and records of Corporation may be audited at the discretion of the Board of Directors or a majority vote of the Members present and eligible to vote.

### **E. AGENTS**

The Board of Directors may appoint agents of the Corporation who shall have authority to perform such duties as may be prescribed by the Board. The Board may remove any agent at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

### **F. BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of its accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any director, or his/her agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE VII – FISCAL YEAR**

The fiscal year of the Corporation shall be January 1 through December 31 of each year. The fiscal year can be changed by resolution of the Board of Directors.

## **ARTICLE VIII – WAIVER OF NOTICE**

Unless otherwise provided for by law, whenever any notice is required to be given to any Member or member of the Board of the Corporation under the provisions of these Bylaws or the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time when notice was required to be given, shall be equivalent to the giving of such notice.

## **ARTICLE IX – INDEMNIFICATION**

The Corporation will, to the fullest extent authorized by law, indemnify any present or former member of the Board of Directors of the Corporation or the personal representatives thereof, including ex-officio members of the Board, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that he or she or his or her testator or intestate is or was a director or officer of the Corporation, or served with any other corporation, partnership, joint venture, trust, employee-benefit plan, or other enterprise in any capacity at the request of the Corporation, against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee- benefit plan), amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person, his or her testator or intestate may be entitled apart from this provision.

## **ARTICLE X – AMENDMENTS**

### **A. ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Corporation may be amended, restated, or repealed (and the Corporation thereby dissolved) by a vote of two-thirds (2/3) of the Members entitled to vote at any Annual or Special Meeting of the Members when the proposed amendment, restatement or repeal has been set forth in the notice of such meeting and shall be approved by the Board of Directors.

**B. BYLAWS**

Any amendments to these by-laws may be made by the Board of Directors and must be approved by a vote of two-thirds (2/3) of the Members entitled to vote at any Annual or Special Meeting of the Members. Proposed amendments must be distributed to the Members at least ten (10), but no more than thirty (30), days prior to the date of the meeting at which they are to be considered and presented for adoption.

**EXHIBIT A**  
**Membership and Partnership Categories**

**A. Membership Categories**

1. Full Membership is available to organizations and federations that are exempt from Federal income taxation under Section 501(a) of the Code; statewide in scope, purpose, and capability; voluntary, and active in disasters within the State of Texas; have a primary function and work that is consistent with the Corporation; and have agreed to pay dues (hereafter referred to as "Full Member"). Each Full Member shall appoint a duly authorized representative to represent it at meetings, serve as the primary point of contact, and to be eligible for nomination to the Board of Directors. The representative shall be directly affiliated with the organization and shall be the organization's designee as provided, in writing, to the Secretary of the Corporation, or their designee.
2. Associate Membership is available to organizations, federations, and regional disaster-focused networks within the State of Texas, that are exempt from Federal income taxation under Section 501(a) of the Code; active in disasters within the State of Texas; and have a primary function and work that is consistent with the Corporation; but are unable to meet the requirements of Full Membership (hereafter referred to as "Associate Member"). Each Associate Member shall appoint a duly authorized representative to represent it at meetings, serve as the primary point of contact, and to be eligible for nomination to the Board of Directors. The representative shall be directly affiliated with the organization and shall be the organization's designee as provided, in writing, to the Secretary of the Corporation, or their designee.

**B. Partnership Categories**

1. Governmental Partnership is open to State and Federal Agencies that bring resources to the VOAD movement and demonstrate a commitment to support the Texas VOAD mission.
2. Private Partnership is open to Private Sector entities that bring resources to the VOAD movement, demonstrate a commitment to support the Texas VOAD mission, and agree to contribute to Texas VOAD.

Additional specific criteria for each category of Membership and Partnership may be defined from time to time by the Board of Directors and listed in the membership application.