

TEXAS VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTER

BYLAWS

Effective February 27, 2014

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 (referred to as the "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 – PURPOSE, OBJECTIVES AND ROLES

The purpose of Texas Voluntary Organizations Active in Disaster, hereafter referred to as TXVOAD, is to be the counterpart for the state of Texas to National Voluntary Organizations Active in Disaster, hereafter referred to as NVOAD. The objectives of TXVOAD shall be to foster more effective service to people who have been, or may be in the future, affected by disaster through communication, coordination, cooperation, collaboration, convening mechanisms, outreach, education and encouragement of improved disaster preparedness, response, recovery and mitigation legislation and policy. TXVOAD does not engage in the direct provision of disaster relief services, but does support the efforts of its members who provide disaster services to individuals affected by disaster.

ARTICLE II - OFFICES

The principal office of TXVOAD shall be located at the office of the President or such other location as the Board of Directors may designate. TXVOAD may have such other offices within the State of Texas (hereinafter referred to as "this State"), as the Board of Directors may designate or as the business of TXVOAD may require.

ARTICLE III – PARTNER MEMBERS and ASSOCIATE MEMBERSHIP

A. CATEGORIES AND QUALIFICATIONS.

There shall be two Membership categories Partner Members and Associate Members in TXVOAD as identified below. All Partner Members and Associate Members will provide their services without regard to race, gender, religion, age, disability, national origin, political affiliation, marital status or sexual orientation.

1. **Partner** — Organizations, which meet all of the following criteria, are eligible for the Partner membership category in the TXVOAD. The Partner membership is the only voting membership.
 - Organizations seeking Partner Membership must complete the Membership Application to include
 - Membership Application
 - Proof of active membership in local and/or regional VOADs
 - Member Resource Information Form
 - Code of Conduct Form
 - Consent to Serve Form
 - Affidavit of Non-Discrimination
 - A copy of the Applicant's Articles of Incorporation and By-Laws
 - A copy of the Applicant's 501(c)(3) tax exempt determination letter from the US Treasury Department
 - The resolution of the Board of Directors authorizing this Member Application
 - Three (3) letters of reference: one (1) from an Emergency Management Agency, two (2) from Partner Member representatives from the Texas VOAD

The TXVOAD Board of Directors will determine eligibility of the candidate organization using the TXVOAD bylaws and will present the application for discussion at a regularly scheduled business meeting. A majority of Partner Members must approve the applicant for membership.

Candidate organizations are encouraged to send a representative to attend TXVOAD membership meetings while the application is pending.

2. **Associate** — The Associate category of membership may be granted to any non-profit voluntary organization, agency, private enterprise or group not meeting all of the criteria for Partner membership. The service and resources of the organization need to be available to all disaster victims without discrimination.
 - Recognized Local and Regional VOAD's within the State of Texas are eligible for Associate membership.
 - National and International organizations having membership in another state VOAD or National VOAD can be considered for Associate Membership if not qualified for Partner Membership.

The TXVOAD Board of Directors will determine eligibility of the candidate organization using the TXVOAD bylaws and will present the application for discussion at a regularly scheduled business meeting. A majority of Partner Members must approve the applicant for membership.

Candidate organizations are encouraged to send a representative to attend TXVOAD meetings while the application is pending.

Associate members are encouraged to apply for Partner membership as soon as they meet all

the Partner Member criteria.

B. CONDITIONS OF MEMBERSHIP

- Meet the membership criteria of the TXVOAD.
- Agree with the mission of the TXVOAD.
- Designate an authorized representative to attend TXVOAD business and special meetings.
- Maintain Dues

C. MEMBERSHIP APPLICATION PROCEDURES

- Organizations requesting membership will apply to the TXVOAD in the manner described in these By-Laws. Documentation will be maintained on and available from the TXVOAD website.
- The TXVOAD Board of Directors will determine eligibility of the candidate organization using the TXVOAD bylaws and will present the application for discussion at a regularly scheduled business meeting.
- The Authorized Representatives of each Partner Member Organization will vote after the application is presented and discussed to extend or deny, by majority, an offer of membership to the candidate organization.

D. RESPONSIBILITIES OF MEMBERSHIP

- The leadership of each TXVOAD member organization must be committed to sending knowledgeable and authoritative representatives to attend TXVOAD meetings. Each TXVOAD member organization shall designate one Authorized Representative and one alternate representative.
- Each Authorized Representative must have access to the resources of his/her organization to serve the needs of disaster victims.
- A Partner Member's Authorized Representative who misses 50 percent of the business and special meetings in a twelve-month period shall receive a reminder letter from the Secretary/Treasurer. A copy of the reminder letter shall be sent simultaneously to the leadership of the Authorized Representative's organization. The reminder letter shall state the importance of each organization's participation and shall request a statement as to the intentions of the Authorized Representative as well as that of his/her organization to actively participate in the future. If the organization or the Authorized Representative fails to respond to the reminder letter within thirty days or accumulates two additional unexcused absences, the Secretary/Treasurer shall recommend a vote to reduce or terminate the status of the organization.

E. TERMINATION OF MEMBERSHIP

Membership may be terminated by the following means:

- TXVOAD member organizations may voluntarily withdraw by submission of a letter of separation to the TXVOAD Board of Directors.
- Membership may be terminated at any time for any reason by a four-fifths vote. Consistent failure to meet the conditions and responsibilities of membership may lead to

a vote of termination.

F. REGULAR MEMBERSHIP MEETINGS

An annual meeting of the Membership will be held every two years for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. An annual workshop or conference for the purpose of presenting new initiatives, discussion of current disaster management practices and to provide collaboration and communication between the TXVOAD Members, State and Federal Agencies will be held each year. Additional Regular Membership Meetings may be scheduled at the discretion of the Board of Directors or by a request of a member and subsequently approved by a majority vote of the Members. Meetings may also be conducted via telephone conference call or other means to which the majority of the Members entitled to vote at such a meeting have access.

G. SPECIAL MEETINGS

Special Meetings, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Directors, and shall be called by the President at the request of ten percent of the Members entitled to vote at such a meeting.

H. PLACE OF MEETING

The Directors may designate any place within Texas, unless otherwise prescribed by statute, as the place of meeting for any meeting called by the Directors. Special Meetings may be held outside of Texas, provided all business conducted at that meeting is ratified at a later date during a Membership Meeting held within Texas. Special Meetings may also be conducted via telephone conference call or other means to which the majority of the Members entitled to vote at such a meeting have access.

I. NOTICE OF MEETING

The Secretary shall see that the notice of an Annual Meeting is delivered to the Members not less than 30 days prior to said meeting stating the place, day and hour of the meeting. In the case of special meetings, written notice stating the place, day and hour of the meeting with the purpose(s) for which the meeting is called shall be delivered not less than ten working days nor more than sixty days before the date of the meeting to each Member of record entitled to vote at such meetings, and to each Director of TXVOAD then in office. If mailed/emailed, such notice shall be deemed to be delivered when deposited in the United States mail (with postage thereon prepaid) or internet, addressed to the Member at his address as it appears on the books of TXVOAD.

J. QUORUM

At any meeting of Members, one-third of the Members of TXVOAD entitled to vote, represented in person 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.

K. VOTING

1. Qualifications. Each Partner Member in good standing shall be entitled to one vote at any and all meetings of the Members of TXVOAD. Associate Members shall not be entitled to vote.
2. Manner. Each Member entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws shall be entitled to one vote. Each Member organization shall appoint a person to represent it and to cast its vote at meetings of the Members of TXVOAD. In the event that any Member organization's regularly appointed representative is unavailable for one or more meetings, the Member organization may appoint, in writing, a temporary or permanent alternate who is an employee or official volunteer of the represented agency. Upon the demand of any Member entitled to vote, the vote upon any question before the meeting shall be by secret ballot. All elections shall be decided by majority vote except as otherwise provided for by the Articles of Incorporation, these Bylaws, or the laws of this State.

L. VOTING LISTS

1. Maintenance. The Secretary of TXVOAD shall maintain an accurate and current list of the names and addresses of the Members of TXVOAD eligible to vote. Such list shall be available for inspection at any and all Meetings of the Members of TXVOAD.
2. Determination. Each Member shall provide to the Secretary for placement on the official list of voting Members the name and address of the person appointed to represent it and to vote for it at meetings of the Members of TXVOAD 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 TXVOAD.

M. INFORMAL ACTION BY MEMBERS

Any action required or permitted to be taken by the Members of TXVOAD at a Members meeting may be taken without a meeting if all of the Members 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 TXVOAD.

ARTICLE IV – BOARD OF DIRECTORS

A. GENERAL POWERS

The business and affairs of TXVOAD shall be managed by its Board of Directors. The Board shall have the authority and fiduciary responsibility to assure that the purposes and goals of TXVOAD are achieved in a manner that is prudent, reasonable and accountable. The Board of Directors is ultimately responsible for all aspects of the organization. They may adopt such rules and regulations for the conduct of their meeting and the management of TXVOAD 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 QUALIFICATIONS

1. There shall be no more than eleven, or less than three, Directors. Directors will serve terms of no longer than three years.
2. The Board of Directors shall consist of the Officers, the immediate Past President, a representative from the State's Emergency Management Agency and one or more Directors, as selected by the Membership.
3. Officers shall be Directors from four different Member organizations.
4. Members-At-Large may be Partner Members or Associate Members.

C. ELECTION AND TERM OF OFFICE

1. With the exceptions noted below, the nominees for the Board of Directors will be selected by a Nominating Committee. Additional nominees may be added to the slate from the floor prior to the election. Open Director Positions will be filled by a majority vote of the Members present at the annual Membership Meeting.
2. Individuals, not organizations, are elected with the exception of the representative from the State Emergency Management Agency. If a Director leaves her/his affiliated (member/ partner) organization and is employed by another affiliated agency, she/he maintains their position as a Director. If the Director's new organization is not affiliated with TXVOAD, the organization must apply for membership within 90 days of hiring the Director. If the organization does not become affiliated, the individual shall resign her/his position with TXVOAD.
3. The representative of the State Emergency Management Agency 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 the Director of the State Emergency Management /Agency. The representative shall be an ex-officio, non-voting Director.
4. The term of office for all other Directors shall begin on January 1 following their election at the preceding annual Members meeting and expire on December 31 of the third year. Directors shall be limited to two consecutive 3-year terms on the Board of Directors. Following completion of a second consecutive term on the Board, a one year absence from the board must occur prior to becoming eligible for nomination to the Board. For the purpose of term limits, a Director's first term will begin when they are elected to their first full, three year term as a Director. Notwithstanding the expiration of his or her term, each Director shall continue to serve in the office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall have resigned or been removed from office.
5. The Directors shall be divided into three Classes, so that one third may be chosen every year; and if vacancies happen by resignation, or otherwise, the Board of Directors may make temporary appointments until the next full membership meeting

of TXVOAD, which shall then fill such vacancies for the remainder of the unexpired term by a majority vote of those members present.

D. REMOVAL

Any Officer, Director or agent elected or appointed by the Members may be removed by a 2/3 majority vote of the Directors whenever in the Directors' judgment the best interests of TXVOAD would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Recall elections may also be called at the discretion of the Members by written petition of one-third or more of the Members and the vote must be held within thirty days of the petition. A simple majority of the Members at a meeting called for the removal of a Director shall be sufficient for removal.

E. VACANCIES

If vacancies happen by resignation, or otherwise, the Board of Directors may make temporary appointments until the next full membership meeting of TXVOAD, which shall then fill such vacancies for the remainder of the unexpired term by a majority vote of those members present. The Vice President shall automatically assume the position of President in the event of a vacancy in the office of President for the unexpired portion of the term. In the event of a vacancy in any other Officer position, the Board of Directors may appoint a Member to fill that position as the interim Officer for the unexpired portion of the term.

F. REGULAR MEETINGS

A regular meeting of the Directors may be held without other notice than this Bylaw immediately after and at the same place as the annual meeting of the Members, or within 30 days to provide the time and place for holding regular meetings. A majority vote of the Directors shall determine the date and time for the holding of additional regular meetings without other notice than such determination. Any meeting of the Directors may be held via telephone conference call.

G. SPECIAL MEETINGS

Special meetings of the Directors may be called by or at the request of the President, or a majority of the Directors. The person or persons authorized to call special meetings of the Directors may fix the place for holding and special meeting of the Directors called by them.

H. Meetings by Remote Communications Technology –

A meeting of the board of directors of this corporation, or any committee designated by the board of directors of this corporation may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if: (1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and (2) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

I. NOTICE

Written notice stating the place, day, hour and purpose of the meeting shall be delivered not less than ten working days before the date of the meeting to each Director of TXVOAD then

in office. If mailed/e-mailed, such notice shall be deemed to be delivered when deposited in the United States mail (with postage thereon prepaid) or internet, addressed to the Member at his address as it appears on the books of TXVOAD. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting unless such Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

J. QUORUM

At any meeting of the Board of Directors, fifty-one percent of the voting Directors 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 Directors 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.

K. VOTING

With the exception of the representative of the State Emergency Management Agency and the Immediate Past President, if his/her board tenure has expired, each Director is entitled to one vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws. All matters shall be decided by majority vote except as otherwise provided for by the Articles of Incorporation, these Bylaws, or the laws of this State. Directors who are Partners do not acquire voting rights at Membership Meetings by virtue of being on the Board of Directors.

L. MANNER OF ACTING

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.

M. RESIGNATION

A Director may resign at any time by giving written notice to the Board, the President, or the Secretary of TXVOAD. 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.

N. COMPENSATION

No compensation shall be paid to Directors for their services.

ARTICLE V –OFFICERS

A. OFFICERS

The officers of TXVOAD shall be a President, a Vice-President, a Secretary and a Treasurer, each of whom shall be elected by the Members. The Term of office for all Officers is two years beginning on January 1 of the year following their election to the office and ending on December 31 of the following year. Following completion of a second consecutive term in the same office, a one year absence from that office must occur prior to becoming eligible

for nomination for that office. 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 and shall have qualified or until his or her death or until he or she shall have resigned or been removed from office.

B. PRESIDENT

The President shall be the principal executive officer of TXVOAD and, subject to the control of the Directors, shall in general supervise and control all of the business and affairs of TXVOAD. He or she shall preside at all meetings of the Members and of the Directors. He or she may sign any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the directors or by these Bylaws to some other officer or agent of TXVOAD, or shall be required by law to be otherwise signed or executed. He or she shall in general perform all duties incident to the office of the President and such other duties as may be prescribed by the Directors.

C. VICE PRESIDENT

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

D. SECRETARY

The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as otherwise required. He or she shall be the custodian of the corporate records and of the seal of TXVOAD. He or she shall keep a register of the post office address of each Member, each official representative of each Member, Partner and Director which shall be furnished to him or her by such Member or Director. He or she shall in general perform all duties incident to the office of Secretary and such other duties as may be assigned to him by the President or by the Directors.

E. TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds and securities of TXVOAD. He or she shall receive and give receipts for moneys due and payable to TXVOAD from any source. He or she shall cause all such moneys to be deposited in the name of TXVOAD in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws. He or she shall in general perform all duties incident to the office of Treasurer and such other duties as may be assigned to him by the President or by the Directors.

ARTICLE VI – COMMITTEES

The following committees shall exist as committees of the organization. Unless otherwise indicated, committees will bring their developed recommendations before the Board of Directors for approval and implementation. Chairpersons are appointed by and serve at the will and pleasure of the President, except in the case of the Nominations Committee Chair, who will be nominated by the President and approved by the Board of Directors.

A. STANDING COMMITTEES

1. Nominations: The Nominations Committee will be appointed by the Board of Directors, chaired by a current Director, have a minimum of three members, at least one of whom is not a Director. The Committee is charged with identifying members with particular skills and experience for serving as TXVOAD Directors and/or Officers. The Nominations Committee may recommend individuals to serve on other Committees. Nominations for Directors and Officers shall be presented to the Membership at the Annual Meeting for acceptance or denial. In the instance of a vacancy occurring on the TXVOAD Board of Directors or an Officer of the Board, the Nominations Committee will recommend to the Board, a suitable candidate for appointment to serve until the next regular meeting of the membership.
2. Finance Committee: The Finance Committee will consist of three (3) members including the Treasurer and at least one non-Director. The Committee will ensure the ongoing financial stability and growth of TXVOAD. The Committee is responsible for developing and reviewing fiscal procedures and policies for approval by the Board of Directors, ensuring separation of duties and appropriate internal controls, monitoring bookkeeping practices, creating a budget in tandem with the Treasurer to be presented to the Annual Meeting for successive years and seeking outside sources of funding. Additionally, the committee should prepare long-term and short-term budget plans.
3. Advisory Committee: Representative from Each Member Organization
4. Advocacy and Communications
5. Community Preparedness (Education and Training, Membership)
6. Response (Mass Care, Volunteer Management, Disaster Health, Emotional & Spiritual Care)
7. Recovery (Disaster Case Management, Donations Management)

B. AD HOC COMMITTEES

Ad Hoc Committees will be created and/or terminated, as needed, by the Directors to deal with operational issues.

ARTICLE VII -BUSINESS OPERATIONS

A. AUDITS

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

B. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the TXVOAD, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the

TXVOAD, and such authority may be general or confined to specific instances.

2. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the TXVOAD, shall be signed by such Officer or Officers and/or agent or agents of the TXVOAD and in such manner as shall from time to time be determined by resolution of the Board of Directors.
3. Deposits. All funds of the TXVOAD shall be deposited from time to time to the credit of the TXVOAD in such banks, trust companies or other depositories as the Board of Directors may select.
4. Gifts and Contributions. The Board of Directors may accept on behalf of the TXVOAD any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the TXVOAD. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Texas, and any other relevant jurisdiction.

ARTICLE VIII - FISCAL YEAR

The fiscal year of TXVOAD shall end on the last day of December of each year.

ARTICLE IX -WAIVER OF NOTICE

Unless otherwise provided for by law, whenever any notice is required to be given to any Member or Director of TXVOAD 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 X – AMENDMENTS

A. ARTICLES OF INCORPORATION

The Articles of Incorporation of TXVOAD may be amended, restated or repealed (and TXVOAD thereby dissolved) by a vote of two-thirds 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. In the event of the dissolution of TXVOAD, any remaining funds shall be disbursed to NVOAD.

Dissolution or Sale of Assets - A unanimous vote of the Board of Directors shall be required to dissolve the Corporation. Upon dissolution of the Corporation, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of the organization, be paid over to charitable organizations exempt under the provisions of Section 501 (c)(3) of the U.S. Internal Revenue Code or corresponding provisions of subsequently enacted federal law. No part of the net assets or net earnings of the Corporation shall inure to the benefit of or be paid or distributed to an officer, director, member, employee, or donor of the Corporation.

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 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 days prior to the date of the meeting at which they are to be considered and presented for adoption.

ARTICLE XI – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Members or Board of Directors in all cases to which they are applicable and in which they are not inconsistent with the Bylaws of TXVOAD, the Articles of Incorporation or the Laws of this state.