



**UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS OF
CONCAN VOLUNTEER FIRE DEPARTMENT, A NON- PROFIT
CORPORATION
IN LIEU OF MEETING**

The undersigned, being all of the members of the Board of Directors of CONCAN VOLUNTEER FIRE DEPARTMENT, a non-profit corporation (the “Corporation”), unanimously adopted the following resolution in lieu of holding a meeting of the Board of Directors.

ARTICLES OF INCORPORATION

RESOLVED, that the Amended and Restated Certificate of Formation of the Corporation are hereby approved and, upon the same being filed with Secretary of State of Texas, The Secretary of Corporation is instructed to place the same in the minute book of the Corporation.

DIRECTORS

RESOLVED, that the following individuals are elected to serve as directors of the Corporation for the ensuing year, until their successors are duly elected and qualified:

<u>Name</u>	<u>Director</u>
Cody Shockley	President
Kris Sellars	Vice President
Sherry Martinez	Treasure
Brannon Hightower	Secretary
Rodney Jefferys	Member at Large

BYLAWS

RESOLVED, that the Bylaws submitted to the undersigned are approved and adopted as the Bylaws of the Corporation and the Secretary of the Corporation is instructed to place the same or a copy thereof in the minute book of the Corporation.

PRINCIPAL OFFICE

RESOLVED, that the Corporation's principal office be located and maintained at #1 Mariposa, Concan, Texas 78838, and the mailing address is P. O. Box 266, Concan,



Texas 78838, and that meetings of the Board of Directors from time to time may be held at such place as the board of directors shall from time to time order.

MINUTE BOOK AND CORPORATE RECORDS

RESOLVED, that the corporate record book is adopted as the record book of the corporation, and further RESOLVED, that the Corporation maintain appropriate corporate records in the corporate record book, including but not limited to originals, copies or certified copies of the Corporation's original and any amended, corrected or restated, Certificate of Filing, Certificate of Formation, Bylaws, minutes of meetings, and written consents. Having the seal on these documents will make those documents the official document of the corporation.

BANK ACCOUNT

RESOLVED, that the Corporation establish in its name one or more accounts with one or more financial institutions on such terms and conditions as may be agreed with said financial institutions. and that the directors of the Corporation are authorized to execute any resolutions required by said financial institutions for such accounts and to designate the person or persons authorized to write checks on such accounts on behalf of the Corporation.

FURTHER INSTRUCTIONS TO DIRECTORS

RESOLVED, that the directors of the Corporation are authorized to do all things and take all action necessary and helpful to carry out the above resolutions and all acts of the directors and any persons acting for the Corporation which are consistent with the above resolutions are ratified and adopted as the acts of the Corporation.



RESOLVED, that these resolutions be deemed effective this ____ day of _____,
2024

Directors:

Present: Cody Shockley _____

Vice President: Kris Sellars _____

Treasure: Sherry Martines _____

Secretary: Brannon Hightower _____

Member at Large: Rodney Jefferys _____



BYLAWS OF CONCAN VOLUNTEER FIRE DEPARTMENT

ARTICLE I OFFICES

1. REGISTERED OFFICE AND AGENT

The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

2. PRINCIPAL OFFICE

The principal office of the Corporation shall be at #1 Mariposa, Concan, Texas 78838, and the mailing address shall be P. O. Box 266, Concan, Texas 78838, provided that the Board of Directors shall have the power to change the location of the principal office.

3. OTHER OFFICES

The Corporation may also have other offices at such places, within or without the State of Texas, as the Board of Directors may designate, or as the business of the Corporation may require or as may be desirable.

ARTICLE II- DIRECTORS

1. BOARD OF DIRECTORS

To the extent not limited or prohibited by law, the Certificate of Formation or these Bylaws, the powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. Directors need not be residents of the State of



Texas or members of the Corporation unless the Certificate of Formation or these Bylaws so require.

2. DUTIES OF THE BOARD OF DIRECTORS

The following are some, but not limited to, the duties of the board of directors.

- a. Provide guidance and advice to the membership on relevant affairs, business matters, new laws, and the corporation's By-Laws, Articles of Incorporation, and SOP/SOG
- b. Budget oversight
- c. Ensure compliance with IRS regulations, Texas state laws, and regulations applicable to Concan Fire and EMS as a Nonprofit 501(c)(3) Organization.
- d. Collaborate in the development, review, and recommendation of "Overall Goals and Objectives" for the department. Provide assistance in securing resources to achieve these goals.
- e. Review and propose changes in the Articles of Incorporation, By-Laws, contracts to the membership for adoption.
- f. Select legal counsel for the corporation to provide expert advice and representation as needed.
- g. Authorize and appoint committees to address specific tasks, projects, or initiatives.
- h. Actively participate in acquiring funding through grants, donations, fundraising initiatives, and the sale of surplus equipment/tools.

3. NUMBER AND ELECTION OF DIRECTORS

The number of initial directors shall be five (5); provided, however, that the number of directors may be increased or decreased from time to time by an amendment to these Bylaws or resolutions adopted by the Board of Directors but may not be decreased to fewer than three (3). No decrease in the number of Directors shall have the effect of shortening the term of any incumbent director. A director shall hold office until the next annual election of directors and until his successor shall have been elected, appointed, or designated and qualified.

Directors shall be elected by the membership at each annual meeting. If a director does not fulfill the term the remaining directors may appoint a new director to fill the term.



Terms for each director will be two years. Years that end in an odd number the membership will vote on the following director. President, Secretary that end in an even number of members will vote on the Vice President Treasurer and Secretary

All candidates for elected office shall be 21 years of age or older and must have attended 50% of the regular meetings in the past year. Candidates must also have been a member in good standing with the Department for at least one year prior to taking office. Candidates can not be one more than one department to run for office. All positions must receive a majority of votes cast; and in case of ties, there shall be a runoff ballot. Should this also be tied, a flip of a coin will decide.

4. PRESIDENT

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of all directors and members. Such director shall see that all orders and resolutions of the board are carried out, subject however, to the right of the directors to delegate specific powers, except such as may be by statute exclusively conferred on the President, to any other director of the Corporation.

The President or any Vice-President shall execute bonds, mortgages and other instruments requiring a seal, in the name of the Corporation. When authorized by the board, the President or any Vice President may affix the seal to any instrument requiring the same, and the seal when so affixed shall; be attested by the signature of either the Secretary or an Assistant Secretary. The President or any Vice-President shall sign certificates of stock.

The President shall be ex-officio a member of all standing committees

The President shall submit a report of the operations of the Corporation for the year to the directors at their meeting next preceding the annual meeting of the members and to the members at their annual meeting. The president will only vote in the time of a tie breaker. This will also apply to membership meetings. The President shall be an active member of the department.

5. VICE- PRESIDENT

The Vice-President, or Vice-Presidents in order of their rank as fixed by the Board of Directors, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and they shall perform such other duties as the



Board of Directors shall prescribe. The Vice President shall be an active member of the department.

6. SECRETARY

The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and shall record all votes and the minutes of all proceedings and shall perform duties for the standing committees when required. The Secretary shall give or cause to be given notice of all meetings of the members and all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized by the Board of Directors, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the Secretary's signature or by the signature of any other officer of the board.

In the absence of the Secretary or an Assistant Secretary, the minutes of all meetings of the board and members shall be recorded by such person as shall be designated by the President or by the Board of Directors. The Secretary shall be an active member of the department.

7. TREASURER

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall keep and maintain the Corporation's books of account and shall render to the President and directors an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation and exhibit the books, records and accounts to the President or directors at any time. The Treasurer shall disburse funds for capital expenditures as authorized by the Board of Directors and in accordance with the orders of the President, and present to the President for his or her attention any requests for disbursing funds if in the judgment of the Treasurer any such request is not properly authorized. The Treasurer shall perform such other duties as may be directed by the Board of Directors or by the President.



If required by the Board of Directors, the Treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in the incumbent's possession or under the incumbent's control belonging to the Corporation. The Treasurer shall be an active member of the department.

8. MEMBER AT LARGE

The member at large will be the assistant treasurer and or the assistant secretary as seen fit by the remaining board of directors. This member may be a community member and must reside within the Emergency service district which the department serves. If this board member is a general membership member he does not need to reside within the ESD2. When assigned to other duties they may include the following as assistant treasurer or assistant secretary.

The Assistant Treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and they shall perform such other duties as the Board of Directors shall prescribe.

The Assistant Secretaries shall in order of their rank as fixed by the Board of Directors, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary, and they shall perform such other duties as the Board of Directors shall prescribe.

9. IMPEACHMENT OF DIRECTOR OR OFFICER

Any officer of the Department for abuse of their authority or misconduct in his office may be impeached therefore and removed from his office by a two-thirds (2/3) majority of the Department members present. The charges against him must be in writing, signed by at least five (5) members in good standing with the department, and filed with the Department Board at least 4 weeks prior to the vote upon it. A copy of these charges shall be given to the officer involved, at least two (2) weeks prior to the vote. The officer may answer the charges at the meeting, during which the vote shall take place; but any attempt of coercion shall become one of the impeachment charges. This vote will be by secret ballot. If the rest of the board is of the opinion that the charges against the individual in question may be valid, that officer shall be suspended indefinitely. Upon request by any party involved in the current situation, the timeline of events can be expedited.



10. RESIGNATION

A director may resign by providing written notice of such resignation to the Corporation. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

11. VACANCIES AND INCREASE IN NUMBER OF DIRECTORS

A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of the Board of Directors called for that purpose. In the event of a vacancy on the board of directors, the organization will reach out to nominees from previous years' votes to assess their willingness to fill the position. Should all candidates decline, the membership will be given the opportunity to vote for a new director

12. REGULAR MEETING OF DIRECTORS

Regular meetings of the Board of Directors may be held with or without notice at such time and place as may be from time to time determined by the Board of Directors. All meetings will be held in accordance with Roberts rule of order.

13. SPECIAL MEETING OF DIRECTORS

The Secretary shall call a special meeting of the Board of Directors whenever requested to do so by the President or by one (1) or more directors. Such special meeting shall be held at the date and time specified in the notice of meeting All meetings will be held in accordance with Roberts rule of order.

14. PLACE OF DIRECTORS MEETING

All meetings of the Board of Directors shall be held either at the principal office of the Corporation or at such other place, either within or without the State of Texas, as shall be specified in the notice of meeting or executed waiver of notice.

15. NOTICE OF DIRECTORS' MEETING



Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or electronic communication to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, the postage thereon prepaid. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a 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. Neither the business to be transaction at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by laws.

16. QUORUM AND VOTING OF DIRECTORS

A quorum for the transaction of business by the Board of Directors shall be a majority of the number of directors fixed by these Bylaws. Directors present by proxy may not be counted toward a quorum. The act of the majority of the directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or the Certificate of Formation.

A director may vote in person or by proxy executed in writing by the director. A vote may be taken by directors via electronic service. No proxy shall be valid after three months from the date of its execution. Each proxy shall be revocable unless expressly provided therein to be irrevocable, and unless otherwise made irrevocable by law. Only directors should vote in meetings of the board of directors.

17. COMPENSATION

Directors may be compensated for their board office at the approval of the membership. This must be voted on in a regular meeting and will be a majority vote.

18. ACTION BY DIRECTORS WITHOUT A MEETING

Any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the Board of Directors entitled to vote with respect to the subject matter thereof, or all of the members of the



committee, as the case may be. Such consent shall have the same force and effect as a unanimous vote.

If the Corporation's Certificate of Formation so provides, any action required by the Texas Business Organizations Code to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of the Board of Directors of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Board of Directors or committee members as would be necessary to take that action at a meeting at which all of the Board of Directors or members of the committee were present and voted.

Each written consent shall bear the date of signature of each member or committee member who signs the consent. A written consent signed by less than all of the Board of Directors or committee members is not effective to take the action that is the subject of the consent unless, within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in the manner required by this section, a consent or consents signed by the required number of Board of Directors or committee members is delivered to the Corporation at its registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of Board of Directors or committees are recorded. Delivery shall be by hand or certified or registered mail, return receipt requested. Delivery to the Corporation's principal place of business shall be addressed to the President or principal executive officer of the Corporation.

Prompt notice of the taking of any action by board of Directors or a committee without a meeting by less than unanimous written consent shall be given to all Board of Directors or committee members who did not consent in writing to the action.

If any action by Board of Directors or a committee is taken by written consent signed by less than all of the Board of Directors or committee members, any articles or documents filed with the Secretary of State as a result of the taking of the action shall state, in lieu of any statement required by this Act concerning any vote of the Board of Directors or committee members, that written consent has been given in accordance with the provisions of the Texas Business Organizations Code and that any written notice required by such Article has been given.

The board or membership may use electronic communication as a form of communicating a meeting as well as a way to vote.



19. COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the by-laws; electing, appointing or removing any member of any such committee or any Director or officer of the Corporation; amending the Certificate of Formation; restating Certificate of Formation, adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repeated by such committee. The designation and appointment of any such committee and the thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him or her by law.

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.



Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE III- OFFICERS

1. NUMBER OF OFFICERS

The officers of a Corporation shall consist of a Chief, Assistant Chief and Training Coordinator. The Chief may appoint any other officer as seen fit for the department. All officers of the department must be an active member of the department.

The officers of the Corporation shall comprise a Chief, Assistant Chief, and Training Coordinator. The Chief is authorized to appoint any additional officer deemed necessary for the department. It is a prerequisite that all officers of the department be active members of the department.

2. ELECTION OF OFFICERS AND TERM OF OFFICE

Only the chiefs office shall be elected by the membership at the annual membership meeting to be held in December of each year. The Chief position will be voted on in the years that end in an even number. The term will be two years. Any office appointed by the existing chief their term is also two years.

3. REMOVAL OF OFFICER, VACANCIES

Removal of an officer may by the member must follow the same as stated in Article 2.8. The Chief may remove any of his/her officers for any reason with or without cause. Removal of an officer only removes them from the office not from the corporation.



4. POWERS OF OFFICERS

Each officer shall have, subject to these Bylaws, in addition to the duties and powers specifically set forth herein, such powers and duties as are commonly incident to that office and such duties and Board of Directors shall from time to time designate. All officers shall perform their duties subject to the directions and under the supervision of the Board of Directors.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

In the discharge of a duty imposed or power conferred on an officer of a Corporation, the officer may in good faith and with ordinary care rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person, that were prepared or presented by: (1) one or more other officers or employees of the Corporation, including members of the Board of Directors; or (2) legal counsel, public accountants, or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.

An officer is not relying in good faith within the meaning of this section if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this subsection unwarranted.

5. Chief

The Chief shall be voted on by the membership of the department. The Chief will be the Chief Operating Officer of Concan Volunteer Fire Department. The Chief is not a board member but reports to the board. The Chief shall appoint for the period of their term an Assistant Chief, and Training Coordinator. He may also appoint any other officer he deems necessary. The chief shall be an active member of the department. The chief will have 30 days to put Standard operating procedures in place from when he/she takes office. If these bylaws are updated with SOPS in place those SOPS will stay in place until a new chief takes office. The submittal of application for the position of Chief will be reviewed and qualified by the Board of Directors



6. EMS Director

The medical director shall be appointed by the board of directors with qualifications set forth by the board. EMS Director will have oversight of all EMS operations to ensure compliance with established standards, Stay abreast of industry developments, regulations, and best practices to ensure EMS services remain current and effective. Provide leadership and guidance to EMS staff, fostering a culture of excellence and adherence to protocols. Ensure timely submission of all charts to be billed, coordinating with the billing company.

ARTICLE IV- MEMBERS

1. ELIGIBILITY

All persons who meet the eligibility requirements of the Corporation as established from time to time by the Board of Directors of the Corporation are eligible for membership in the Corporation. Those are as followed

There are to be six (6) membership classifications:

1. Active Firefighter: A person who is charged with fire suppression and/or emergency medical service duties. Any person 18 years or older of good character, in good physical condition, of sound mind; residing in Uvalde County Emergency Services District No. 2 or its vicinity, may place application for membership. After passing a background check, driving record, and receiving the favorable recommendation of the Department Board, this person may become a department member with approval from department members.
 - a. This member has had 40 hours of training to include 16 hours of hands on.
 - b. This member has attended 25% of all fire/EMS calls for the current year prior to the Annual Meeting.
 - c. This member has attended 50% of all meetings for the current year prior to the Annual Meeting.
2. Junior Firefighter: Any person 17 years of age or younger may place an application for membership as Junior Firefighter, and if that person meets the other qualifications of membership as set forth above, that person may be voted in by Department members.



3. Probationary Firefighter: A person who is charged with fire suppression and/or emergency medical service duties for one (1) year.
 - a. This probationary member shall be in good standing, which is defined as:
 - i. This member who has attended 50% of all drills during their probationary period.
 - ii. This member who has attended 25% of all fire and EMS calls during their probationary period.
 - iii. This member will have to have attended 50% of all business meetings during their probationary period.
 - iv. Must complete required classes stated in our SOP's
 - v. This Probationary member shall have no voting rights.
 - vi. This Probationary member shall not serve on the Department Board
4. Honorary Firefighter: Honorary membership may be awarded by the Department to those who have made a significant contribution to the benefit of the Department. They shall have no voting privilege but may speak at meetings.
5. Inactive Member: A person who has asked for and been granted a Leave of Absence in writing to the Board of directors.
 - a. This person has been suspended from the Department.
 - b. This person is on Departmental Disciplinary Suspension.
 - c. This person who has retired.
 - d. This person will have no voting rights or service on the Department Board.
6. Auxiliary: This organization is to be composed of people interested in the welfare of the Department. Their function will be to aid in fundraising and other activities of the Department along with rehab actions upon a fire ground.
 - a. They shall operate under their own Constitution and By-laws, if applicable, which must meet the approval of the Department.
7. Seasonal: This member will maintain TDSHS and/or TCFP/SFFMA certifications. This member does not have the right to vote.

2. RIGHTS OF MEMBERS

Each active member of the Corporation shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership



meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. Members may be compensated with approval of the Board of Directors. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the members for a vote, except that the following decisions will always be submitted to the membership for a vote: dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all the corporation's assets, and most amendments to the Corporation's certificate of formation.

3. EXPULSION OF MEMBERS

Any member of the Department for the abuse of his authority, disloyalty, or for misconduct, may be expelled from the Department by a two-thirds (2/3) majority vote of the membership of the Department present. Once the charges are filed with the board of directors, the member in question will be suspended indefinitely until the matter at hand is resolved.

The charges against them must be in-writing, signed by at least five (5) members in good standing with the Department, and filed with the Department Board at least four (4) weeks before a vote shall be taken pending approval of the board, and a copy of said charges shall be served upon him by the Department Board, at least two (2) weeks before such vote shall be taken. This time line may be expedited if requested. This vote shall be by secret ballot.

Any member, for the abuse of his authority, or for misconduct, may be suspended for a period not to exceed thirty (60) days, by the officer in charge, upon approval of the Department Board. This suspension shall be in effect upon approval.

The suspension shall be subject to review later (not to exceed fifteen (15) days) by the Department Board. The officer in charge and the accused shall be present at the review.

If a member is found guilty of the charges when they receive that notification in writing it must say for how long that member can not be a member of the department. If a member wishes to appeal the outcome of the investigation they may write a letter to the board of directors which will be reviewed by the board of directors.

4. LEGAL ACTION



The membership may act only at a properly called meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of the members in attendance shall be an act of the membership, except that a two-thirds majority of the members in attendance shall be required for the following: Cessation of activities of the corporation, merger or consolidation with another corporation, sale of substantially all the corporation's assets, and most amendments to the Corporation's certificate of formation. The attendance of 25% of the active members shall constitute a quorum for the conduct of business at either a Regular or Special Membership Meeting.

5. REGULAR MEETINGS

The regular business meeting of the Department shall be held on the first Tuesday of the month, except it shall not fall on a legal holiday or otherwise notified by the Chief. All meetings will be held in accordance with Roberts rule of order.

6. ANNUAL MEETING OF THE MEMBERS

The Annual meeting of the membership will occur in December. At this meeting voting of the board members up for election will occur. All meetings will be held in accordance with Roberts rule of order.

7. SPECIAL MEETINGS

Special Membership Meetings may be called at any time by the President, by a majority of the Board of Directors, or on written request of at least 25% of the members. Notice of Special Membership Meetings shall be given in the exact same manner as notice for the Annual Membership Meeting as provided for above, except that the notice shall contain the purpose for which the meeting is called. Must be sent out to the membership at least 48 hours in advance of the meeting being held. All meetings will be held in accordance with Roberts rule of order.

8. ENROLLMENT OF MEMBERS

The Board of Directors shall adopt a membership application form. The application form shall require the name, address, and telephone number of each applicant. There shall be a space for the Board to sign certifying that the Board believes the applicant to be eligible for membership. The applicant becomes a member upon the secretary's



signature of the application form. The secretary shall keep an up-to-date membership list.

9. Voting by the membership

Only active members in good standing will be eligible to vote. Nominations will be collected by the board in the month of November. The last day of November at 11:59:59PM will be the last time to submit. Voting will be carried out according to Roberts Rules of Order.

Only active members in good standing are eligible to participate in the voting process. Letters of intent, collected by the board, will be accepted throughout the month of November. The deadline for submission is set for the last day of November at 11:59:59 PM. The voting process will adhere to the procedures outlined in Robert's Rules of Order.

10. Cessation of Activities

Upon the cessation of the Corporations Activities which must be by $\frac{3}{4}$ of active members, the Corporation dissolves its existence in accordance with all applicable State and Federal law. The Corporation will return any items that were loaned to it on the condition that they would be returned upon dissolution. In addition, after paying off debts and returning loaned assets, the Corporation shall distribute its remaining assets to one or more other 501(c) (3) organizations, or to the applicable Governmental agency.

ARTICLE V- INDEMNIFICATION AND INSURANCE

1. INDEMNIFICATION

The Corporation shall have the full power to indemnify and advance expenses pursuant to the provisions of the Texas Non-Profit to any person entitled to indemnification under the provisions of the Texas Business Organizations Code.

2. INSURANCE

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of



another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Corporation would have the power to indemnify him or her against that liability. Without limiting the power of the Corporation to procure or maintain any kind of insurance or other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Corporation; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

The members of the board of directors may purchase and maintain liability insurance on behalf of the corporation. They may also purchase workers comp for members of the department. If a bond is needed by the corporation that must be approved by the board of directors.

ARTICLE VI- GENERAL PROVISIONS

1. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the Corporation under the provisions of the Texas Business Organizations Code or under the provisions of the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

2. MEETING BY TELEPHONE CONFERENCE OR OTHER REMOTE COMMUNICATION TECHNOLOGY



Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the Corporation, members of the Board of Directors, or members of any committee may participate in and hold a meeting of such members, board, or committee by means of:

- a. Conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other; or
- b. Another suitable electronic communications system, including videoconferencing technology or the Internet, only if:
 - i. each member entitled to participate in the meeting consents to the meeting being held by means of that system; and
 - ii. The system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant.
- c. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3. SEAL

The Corporation may adopt a corporate seal in such form as the Board of Directors may determine. The Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

4. CONTRACTS

The Board of Directors may authorize any director or directors, agent or agents of the Corporation, in addition to the directors so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

The Board of Directors holds the authority to empower any director, agent, or representative of the Corporation to enter into contracts or execute instruments on behalf of the Corporation. This authorization may be broad or limited to particular instances. However, it is essential that all contracts receive approval from the board of directors.

5. CHECKS, DRAFTS, ETC.



All checks, other instruments for payment of money or notes of the Corporation shall be signed by such directors and or officers or such other person or persons as shall be determined from time to time by resolution of the Board of Directors. Chief is able to purchase a single item not to exceed more than \$500. Any check to exceed \$3,000 needs two signatures.

Checks, other payment instruments, or notes of the Corporation shall bear the signatures of directors, officers, or individuals designated by the Board of Directors through resolutions. The Chief is authorized to make single-item purchases, not exceeding \$500. Checks exceeding \$3,000 require the endorsement of two signatures

6. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

7. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. A board member may not accept a gift and use it for their own personal gain.

8. BOOK AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, Board of Directors, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A member of the Corporation, on written demand stating the purpose of the demand, has the right to examine electronic copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the Corporation relevant to that purpose, at the expense of the member

9. FINANCIAL RECORDS AND ANNUAL REPORTS



The Corporation shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports If required by law of the financial activity of the Corporation shall be kept at the registered office or principal office of the Corporation in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The Corporation may charge for the reasonable expense of preparing a copy of a record or report.

10. FISCAL YEAR

The fiscal year shall be from the first day of January to the last day of December.

ARTICLE VII- CONSTRUCTION

1. PRONOUNS AND HEADING

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for the parties' convenience only and neither limit nor amplify the provisions of this Agreement.

2. INVALID PROVISIONS

.If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE VIII AMENDMENT OF BYLAWS



If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

Adopted by the Board of Directors as of _____, 2024