

TC ACT:

Chair: Rachel Hadnot

Co-Chair: Amanda Davis

Secretary: Jessa Lott

Treasurer: John Gazzaway

Board Member: John Stagg

Red Cross Emer. Phone (400) 239-9616
John Stagg

DRAFT

BYLAWS OF Tyler County Action and Coordination Team

Mission Statement: The Tyler County Action & Coordination Team (TC- ACT)exists primarily to provide a unified and coordinated effort for recovery resources to those in Tyler County and surrounding areas affected by disaster regardless of their race, creed, color, gender, disability, national origin or religious preference.

ARTICLE 1. Purpose of the TC-ACT

The Tyler County Action and Coordination Team (TC-ACT) adopts these Bylaws for the purpose of establishing and maintaining an entity to identify and assist people impacted by events related to the March, 2016 flood disaster. Nothing in this purpose restricts the ability of this group to function in other declared disasters under 418 of the Texas Government Code not specifically listed in this document. The TC-ACT will identify, develop, administer and maintain a program that provides assistance for survivors' with unmet needs and handles key long term recovery functions. The TC-ACT is organized for charitable, religious, -scientific, literary or educational purposes within the meaning of 501 (c)(3) of the Internal Revenue Code and Section 11.18 of the Texas Tax Code.

ARTICLE 2. Members of the TC-ACT Board of Directors

The Board will consist of nine (9) Voting Members. The Tyler County Commissioners Courts will be responsible for officially identifying five (5) board members. The Court shall make appointments to the board during the month of January of odd-numbered years. These appointed board members shall then appoint up to four (4) additional board members. In December of even-numbered years, the secretary of the TC-ACT board will submit to the County Judge the names of Tyler County residents desiring appointment or reappointment to the board

ARTICLE 3. Eligible Voters

Only members of the Board of Directors shall be eligible to vote on matters coming before the TC-ACT Board meetings, whether stated or special. Voting by proxy and cumulative voting are not allowed.

ARTICLE 4. Meetings of the Board.

- 1- For the first 12 months of the organization, meetings of the Board of Directors will be monthly, and then quarterly thereafter unless more frequent meetings are necessary.
- 2- The Annual Meeting of the Board shall be in July of each year, for the purpose of electing executive officers and addressing any other business properly coming before the Board. Public notice of this meeting, the time and place shall be given by written notice to all Board Members at least two weeks (14 days) prior to the meeting.
- 3- Special meetings shall be called by the Executive Committee, or upon the request of fifty percent of the Board Members, providing the call shall clearly state the purpose for the meeting and prior written notice being given one week in advance to all Board Members. Only business specified in the call for the special meeting shall be conducted.

ARTICLE 5. Quorum

A quorum for transaction of business shall consist of fifty (50) percent of the total Board Members.

ARTICLE 6. Board Members of the TC-ACT

- 1- Powers - The Board of Directors of the TC-ACT is vested with the management of the business and affairs of TC-ACT, subject to the Texas Business Organizations Code, the Certificate of Formation, and these Bylaws.
- 2- Qualifications - Board Membership shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Employees of TC-ACT are ineligible to serve on the Board of Directors.
- 3- Term of Office - Each Board Member shall hold office for two years. Board Members may be re-appointed. All board members shall hold office until their respective successors are appointed, except in the case of resignation, death, disability or removal.
- 4- Vacancy - Any vacancy or unfulfilled position on the Board of Directors shall be filled for the unexpired term by the remaining members of the Board.
- 5- Resignation and Forfeiture - Any board member may resign at any time by giving written notice to the Chairperson. Any board member may be removed from the Board of Directors for any reason whatsoever by an affirmative vote of two-thirds (2/3) of the total number of Board of Directors.
- 6- Compensation - Board Members shall not receive any salary or compensation for their services.
- 7- Contracts - The Board of Directors may authorize any officer and/or authorized agent of TC-ACT to enter into contracts or execute and deliver instruments in the name of and on behalf of TC-ACT and such authority may be general -or confined to specific instances.
- 8- Staff - The Board of Directors will hire, evaluate, and terminate the Executive Director.
- 9- Reporting - The Board of Directors shall be responsible for complying with all reporting requirements of the nonprofit.
- 10- Confidentiality - Each Board Member will abide by the confidentiality policy during and after service on the Board of Directors.

ARTICLE 7. Board Officers

The Executive Committee shall be accountable to the Board! Of Directors and shalt consist of the Chairperson, Co-Chairperson, Secretary and Treasurer of the TC-ACT.

- 1- There shall be elected from the Members of the Board:
 - a) A Chairperson who shall preside at all meetings, as well as be the chief executive officer of the TC-ACT, and perform other functions as deemed necessary by the Board of Directors.
 - b) A Co-Chairperson who shall preside in the absence of the Chairperson, or at other times deemed necessary by the Chairperson and perform other functions as deemed necessary by the Board of Directors.
 - c) A Secretary who shall record and preserve all minutes of meetings, and perform other functions as deemed necessary by the Board of Directors. If unable to attend a meeting, the presiding officer shall appoint a secretary pro tem for that meeting.
 - d) A Treasurer who shall receive, deposit and account all financial matters of the TC-ACT, providing regular financial reports to the Members, and perform other functions as deemed necessary by the Board of Directors.

Executive Committee Officers shall be elected for a one-year term of office, and are eligible for as many successive terms as the Board deems appropriate.

Engaging and executing contracts and agreements. Except as otherwise required by law or these Bylaws, the Executive Committee shall have all the authority of the TC-ACT in the management TC-ACT efforts during such times as the Board is not meeting but must report all decisions and efforts to the full TC-ACT at the next scheduled or called meeting. If the Executive Committee deems a particular item or matter to be an emergency or of immediate need, the Executive Committee may call for an internet vote of Board Members, but any such internet vote must be recorded by the Secretary and must be discussed and ratified at the next scheduled or called meeting.

ARTICLE 8. Vacancies and Nominating Process

The Board of Directors shall determine the appropriate process for securing nominations from among the Board for vacancies of any of the offices. Announcing the nomination process, and conducting an election.

ARTICLE 9. Staff

1. Executive Director. It shall be the responsibility of the Executive Director to manage the day to day operations. The Executive Director will report directly to the Board, and the Board of Directors will have oversight over the Executive Director's activities relating to the organization. The Executive Committee will manage the day to day operations during any periods when an Executive Director is not on staff.

2. Additional Staff. The Board of Directors shall approve the addition of any additional staff positions(s). Any additional staff shall be supervised by the Executive Director.

3. Staff Policy. All staff will abide by the policies as determined by the Board.

Article 10. Team Committees

1. The Board of Directors may create temporary or permanent committees made up of TC-ACT Members or other persons as agreed upon by the Board. Each committee shall have such authority as authorized by the TC-ACT Board of Directors. Committees must be established that cover the functions of volunteer management, case management, public information, donations management, construction, emotional and spiritual care, and unmet needs. Each committee will have a chair that coordinates with the Executive Director.

2. The Board of Directors will define the TC-ACT membership process and expectations for individuals_ and agencies who participate in the committees and taskforces. :

Article 11. Financial Audit

The Executive Committee shall, at the Board's request, obtain an annual outside independent audit and review of the financial affairs of the TC-ACT. The report shall be placed in the minutes of the Executive Committee and reported to all the Team Members.

Article 12. Conflict of Interest

An actual or apparent conflict of interest exists when any member of the Board or staff has a financial, personal, or official interest, or conflict (or appearance of a conflict) with any matter pending before the Executive Committee or the Board. TC-ACT staff and Board Members must disclose any potential conflict of interest to all members of the Board in writing. A decision on the appropriate remedial actions must be made such as the Board Member recusing himself or herself from discussions or decisions regarding the matter.

ARTICLE 13. Indemnification

The TC-ACT shall indemnify any director, officer, or former director or officer, against any and all losses, costs, and expenses (including attorney's fees) actually and necessarily incurred by such person in connection with the defense of any action, suit, or proceeding, whether civil or criminal, which such persons made a party by reason of being or having been such director: or officer, except in relation to matters as to which such person shall be finally adjudged in such action, suit, or proceeding to be liable for intentional or grossly negligent misconduct in performance of duty. The TC-ACT shall also reimburse such person the reasonable cost of settlement of any such action, suit, or proceeding, if it shall be found by a majority of the directors' not involved in the matter in controversy; whether or not a quorum, that it was in the best interests of the corporation that such settlement be made, and that such director or officer or former director of officer was not guilty of intentional or grossly negligent.

My conduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled, under any by-law, agreement. Insurance policy or otherwise.

ARTICLE 14. Non-liability of Members

The members of the Board shall not be liable for any debts, liabilities, or obligations of the TC-ACT.

ARTICLE 15. Amendments

These Bylaws may be amended, at any annual meeting or: special meetings of the Board by a two-thirds vote of the voters present, providing that a full written account of the proposed changes have been sent to all Board Members two weeks (14 days) prior to the meeting.

Article 16. Dissolution of the TC-ACT

The TC-ACT may be dissolved at any time by two thirds vote of the Board Members. Upon the dissolution of this TC-ACT, all assets and liabilities shall be distributed to an appropriate non-profit entity that provides services similar to those provided by the TC-ACT, or distributed otherwise as required by law.

ADOPTED. XXX, 2016