

# TEXSAR, Inc. By-laws

## I. Name

- A. The name of the organization shall be TEXSAR, Inc.
- B. The organization may adopt under additional names, subject to the terms of this bylaw.

## II. Membership

### A. **Qualifications.** In order to be considered for membership, a person must:

- 1. Have a professional interest in the mission of TEXSAR and a desire to serve.
- 2. Be at least 18 years old.
- 3. Be a citizen of the United States of America or be a legal resident.
- 4. Be proficient in English.
- 5. Be of sound mind.
- 6. Pass an approved level background check.

### B. **New Members.** The members may establish additional requirements and/or prerequisites for membership or delegate such authority to a membership committee.

### C. **Meetings**

#### 1. **Regular meetings.** Regular meetings shall be held at least once per year.

Training meetings. Training meetings will be scheduled at regular intervals each year. The board is authorized to schedule additional meetings as necessary.

- a) **Electronic meetings.** For members unable to attend a meeting in person, when approved by the board and the infrastructure is in place to allow for it, a member can take part in a regular meeting via online video, conference call, or another accepted live electronic method which would allow for them to hear and possibly view the entirety of the meeting in real time. For regular meetings where electronic attendance is approved, two-way communication is not required.

#### 2. **Financial Information.** Financial information shall be disclosed to the members at each regularly scheduled members meeting.

#### 3. **Notice**

- a) No notice is required for regular meetings.
- b) No notice is required for committee meetings.
- c) Regularly scheduled meetings and events will be posted on the organization's website or other publicly accessible medium, when feasible.

- d) Notice for a special meeting of the members must be given at least ten (10) days in advance. All agenda items must be submitted to the treasury secretary at least seven (7) days in advance. The agenda must be published at least three (3) days in advance of the special meeting. The agenda and notice may be published to the members' organizational email addresses.
- e) Minutes. Minutes shall be kept for each member's meeting. The Secretary shall be responsible to maintaining the minutes.

#### 4. **Quorum**

- a) Members of the organization holding one-tenth of the votes entitled to be cast, in person or by proxy, constitute a quorum.
- b) The quorum for membership committees shall be one member present who is a member of the committee. The quorum for a specific committee can be modified when the committee is established.

#### D. **Attendance.**

##### 1. **Requirements**

- a) Members are required to attend two-thirds (2/3) of the training meetings.
- b) Members are required to attend one-half (1/2) of other organizational functions (e.g. fundraisers, community outreach, etc.)

- 2. **Inactive Status.** Any member who does not meet the minimum attendance requirements over a period of six (6) months will be deemed inactive and not available for deployment until attendance improves to the minimum requirements. Any deployment leader may grant a waiver to allow inactive members to deploy on a case-by-case basis.

#### E. **Suspension and Removal of a Member**

- 1. **Suspension.** The Officers of the Board of Directors (Chairman, Vice Chairman, Secretary, Treasurer, and CEO) may suspend a member by a majority vote. A member can be suspended for any amount of time up to 12 months. If they are not removed from the membership in that time, they will automatically be returned to active status at the end of the term of their suspension.
- 2. **No Power While Suspended.** If a member is placed in a suspended status, then that member may not represent the organization in any capacity, make disparaging comments against the organization, or cast a vote in any capacity.
- 3. **Notice of Suspension.** Notice to the member's organizational email of the suspension shall be sufficient.
- 4. **Automatic Removal.** During the term of a member's suspension, any violation of the terms of their suspension, whether listed in the bylaws or stipulated by the Board Officers, will result in automatic termination of the suspended member from the organization.

## 5. Removal of Member

- a) The Officers of the Board of Directors (Chairman, Vice Chairman, Secretary, Treasurer, and CEO) may remove a member, with or without cause, with or without notice, regardless of whether the member has been previously suspended, by a majority vote of the Board Officers.
- b) The vote to remove a member shall be conducted at a regularly scheduled board meeting or a special executive board meeting, whether attended in person or by electronic means, if a Board Officer moves to conduct the vote and the motion is supported by a second.
- c) The vote to remove a member must pass with a majority vote of the current Officers of the Board of Directors, regardless of how many may be in physical attendance of the meeting at which the vote is being held.

## F. Voting

### 1. Proxy

- a) A member may vote in proxy by executing a written authorization and sending a copy of the writing to the secretary of the organization before a member's meeting is called into session. An e-mail from the member's official organizational email address will be a sufficient writing instrument to execute a proxy.
- b) For a proxy to be sufficient, it must contain
  - (i) either the term of the proxy or, if the proxy is being given for a single issue, the issue for which the proxy is given,
  - (ii) the person authorized to vote in proxy for the member,
  - (iii) the date the proxy is given, and
  - (iv) the member's endorsement. The date and the member's endorsement shall be presumed if the member issues the proxy through their organizational email address.

2. **Required Vote.** The vote of the majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present is the act of the members meeting, unless the vote of a greater number is required by law.

## III. Board of Directors

A. **Number of Directors.** There shall be thirteen (13) Directors on the Board of Directors.

### B. Authority of Board of Directors

1. Subject to the limitations provided for this bylaw, the Board of Directors shall have all authority necessary to carry out the management of the organization.

2. The Board of Directors shall have the power to apply for additional assumed name certificates as needed, but it may not establish subsidiary entities without a vote of the members.
  3. The power to conduct fundamental business transactions is reserved to the members.
- C. **Election of Officers.** The first order of business of all newly-elected Board of Directors shall be to elect Officers.
- D. **Committees**
1. The Board of Directors shall not establish any committees to delegate management authority granted to the Board of Directors unless the majority of members of that committee is composed of Directors.
  2. The Board of Directors may create other committees, either standing or ad-hoc, as needed.
  3. Committees may conduct electronic meetings if (1) all committee members consent to an electronic meeting, and (2) the meeting is conducted in a way that all committee members may communicate concurrently.
  4. Committees shall give minutes from committee meetings to the Secretary monthly.
- E. **Terms**
1. All members of the Board of Directors shall serve one (1) year terms. The Director's term shall start January 1st and end December 31st. If a member of the Board of Directors is appointed to a vacant position, the appointed director's term shall end on December 31.
  2. There shall not be a term limit for the number of times a person may be elected as a Director.
- F. **Election of Directors**
1. The election of the Board of Directors shall be held at least thirty (30) days before the next calendar year at a member's meeting and not more than ninety (90) days before the next calendar year.
  2. Nominations for Board Member Candidates will be made in writing to the Secretary by any member on behalf of another member. Self-nominations will also be accepted. The nominations period shall open two (2) months before the election is scheduled, and it will close automatically three (3) days before the member's meeting to elect directors is scheduled.
  3. All persons running for election as a Director shall be listed on one ballot. The member shall cast a number of votes equivalent to the number of Directors that comprise the Board of Directors. The persons with the most votes shall be the new Director-elects.
  4. A member shall not be able to vote cumulatively for a Director.

5. If there is a tie between persons, then a runoff election shall be immediately held between those persons who tied to determine who the Director-elect(s) shall be. If more than two positions are available for a run-off election, the winners of the runoff shall be chosen by plurality vote.
  6. Elections shall be conducted by secret ballot.
  7. The elections shall be officiated by the most tenured member of the organization who is not running for an elected position. If such a person is not readily ascertainable, then the members may agree to have any person officiate the election by the consent of the majority of the member's present. The votes shall be counted in the presence of the members.
- G. **Vacancy.** If a vacancy becomes open on the Board of Directors, then the Board of Directors can appoint a Director by a majority vote of the Directors on the Board of Directors. The appointed Director shall serve until the end of the year.

#### H. **Meetings**

1. **Notice**
    - a) No notice shall be required for a regularly scheduled meeting of the Board of Directors.
    - b) The date of regularly scheduled Board of Directors meetings shall be posted on the website.
    - c) Notice shall be given by email to the Director's official organizational email at least 24 hours in advance of any special meeting.
  2. **Special meetings.** Any Officer of the organization can call for a special meeting of the Board of Directors.
  3. **Minutes.** Minutes shall be kept for each Board of Directors meeting. The Secretary shall be responsible for maintaining the minutes.
  4. **Executive Session.** The Board of Directors may enter into an executive session, in which only Directors and Ex-Officio may be present.
  5. **Quorum.** The minimum number of Directors present to conduct a Board of Directors meeting shall be three (3) Directors.
  6. **Electronic Meetings.** A Board of Directors meeting may be conducted electronically if all Directors are able to communicate concurrently and the identity of all Directors is known.
    - a) The Board of Directors may have discussion but may not vote on an action to be taken through written communication, including email, unless the action to be taken is unequivocally consented to by all Directors of the Board of Directors.
- I. **Attendance.** Directors are required to attend a minimum of two-thirds (2/3) of the monthly meetings with one-third (1/3) of the meetings requiring physical attendance (e.g. not by phone, video conference, etc.).

J. **Qualifications.** In order to be a Director or Ex-Officio Director, a person must be a member of the organization in good standing. A member may still be in good standing if they are inactive in accordance with Article II, Section D “Inactive Status” or otherwise not eligible for deployment.

K. **Removal**

1. **Removal for Attendance.** If a Director has not attended, either in person or by electronic meeting, the previous three (3) consecutive regularly scheduled Board of Director meetings, the Board may elect to remove the Director from the Board of Directors by a unanimous vote of the Directors present at the Board of Directors meeting.
2. **Removal by Members.** The members may remove a Director by a majority vote of the members present at a member’s meeting. Notice must be given at least ten (10) days in advance of the meeting to the members through the members’ organizational email address that the issue of removal of a Director will be presented to the members at the member’s meeting. The identity or circumstances of the removal of the Director does not need to be disclosed until the member’s meeting. Removal of a Director may not be raised as new business at the member’s meeting; the notice must be given.

L. **Voting**

1. **No Proxy.** Directors of the Board of Directors shall not vote by proxy in Board of Director meetings.
2. **Manner of Voting.** All votes of the Directors shall be by either:
  - a) Aye/Nay or
  - b) by roll call.
3. **No Secret Ballot.** The Directors shall not vote by secret ballot.
4. **Dissent.** A Director may request that their dissent to a vote be recorded in the meeting minutes. If
  - a) a Director dissented to a vote and
  - b) the meeting minutes fail to reflect the Director’s dissent regardless of whether the Director requested that the dissent be recorded when the vote occurred, then the dissenting Director may call a point of order to amend the meeting minutes no later than by the next meeting of the Board of Directors and the Director’s dissent shall be reflected on the meeting minutes.
5. **Required Vote.** The vote of the majority of the Directors entitled to be cast by the Directors present at a Board of Directors meeting at which a quorum is present is the act of the Board of Directors meeting, unless the vote of a greater number is required by law.

## **M. Classes of Directors**

### **1. Directors**

- a) Directors elected by the members shall have full voting privileges and the authority to exercise the powers granted to the Board of Directors.
- b) Any reference to votes by the Directors or votes by the Board of Directors refers to a vote by the Directors class only.

### **2. Ex-Officio Directors**

- a) If a team leader is not otherwise a Director, then the team leader will be an Ex-Officio Director. If a Team Leader is a Director, then there will not be an Ex-Officio Director representing that team while the team leader remains a Director.
- b) An Ex-Officio Director shall not be a voting member of the board.
- c) An Ex-Officio Director shall have the privileges and liability protections provided by Section 22.210 of the BOC.

### **3. Advisory Directors**

- a) The Board of Directors may appoint advisory board members by a majority vote of the Directors.
- b) There is not a limit on the number of advisory board members that the Board of Directors may appoint.
- c) The term of the Advisory Directors shall expire when the terms of the Directors who appoints the Advisory Directors expires.
- d) An Advisory Director shall not be a voting member of the Board of Directors.
- e) An Advisory Director shall have the liability protections afforded to Ex-Officio Directors as provided by Section 22.210 of the BOC.

**N. No Compensation.** The Board of Directors will serve without pay.

## **IV. Officers**

### **A. Power of Officers**

- 1. An officer shall have the authority delegated to it by the Board of Directors.

### **B. Officer Positions**

- 1. The officer positions shall be: Chief Executive Officer ("CEO"), Chairman, Vice Chairman, Secretary, Treasurer.
- 2. If a Director is elected as CEO, then that Director elected to be the CEO will become a non-voting member on the Board of Directors except in the case of tie-breakers while the Director serves as the CEO.
- 3. The Board of Directors may authorize additional officer positions to supplement the required officer positions.

### C. **Terms**

1. An officer's term shall expire when
  - a) the Board of Directors term expires or
  - b) the Board of Directors removes the officer.
2. An officer may resign from an officer position at any time by written notification, and such resignation shall not be a resignation from the Board of Directors unless expressly stated.

D. **Removal.** The Board of Directors may remove an officer at any time, with or without cause, with or without notice, at a Board of Directors meeting by a vote of the majority of the Directors present. An officer that is removed by the Board of Directors who is also a Director shall remain a Director.

### V. **Miscellaneous**

- A. **Conflicts of Interest.** Any member, Officer or Director who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board or organization as a whole, of such nature that it prevents or may prevent that person from acting on the matter in an impartial manner, shall recuse themselves from advocating for such matters with the organization and will refrain from discussion and voting on said item.
- B. **Gifts.** No gifts, commissions, "kick-backs", or other quid pro quo arrangements shall be given to individuals if there is an expectation of influencing an organizational decision, except in accordance with the organization's policies.
- C. **Fiscal Year.** The fiscal year of the board shall be January 1 to December 31.
- D. **No General Waivers.** The failure of the organization at any time to require performance of any provision or to resort to any remedy provided under the bylaws shall in no way affect the right of the organization to require performance or to resort to a remedy at any time thereafter, nor shall the waiver by the organization of a breach be deemed to be a waiver of any subsequent breach. A waiver shall not be effective unless it is in writing and signed by the party against whom the waiver is being enforced. No course of dealing, nor any failure to exercise, nor any delay in exercising any right, power or privilege hereunder shall operate as a waiver thereof.
- E. **Titles.** All titles are given for convenience only.
- F. **Sexual Harassment.** The organization will not tolerate sexual harassment. Sexual harassment is defined as:
1. Any request for sexual favors or unwelcome sexual advances.
  2. Any verbal or physical conduct of a sexual nature.
  3. Any unwelcome sexual conduct that creates an intimidating, hostile, or offensive work environment.

Please report any incidents of sexual harassment immediately to the Membership Director or the CEO. Appropriate disciplinary action will be taken against anyone found to be engaging in such prohibited behavior.



**VI. Amendments**

- A. These bylaws may be amended by a two-third vote of the membership present or voting by proxy at any meeting, provided that at least one week prior to the member's meeting:
1. Each member is notified of the meeting by their organizational email; and
  2. A copy of the proposed amendment(s) are provided to them.