

# BYLAWS OF

**TEXAS PANHANDLE**

**VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTER**

Pursuant to a Meeting of the Members of Texas Panhandle Voluntary Organizations Active in Disaster (sometimes referred to as “the Organization” and “Texas Panhandle VOAD”) held June 2, 2022, at which a quorum was present, at least one- half (1/2) of the Members entitled to vote at such Meeting approved and adopted the following Bylaws.

These Bylaws constitute the code of rules adopted by Texas Panhandle Voluntary Organizations Active in Disasters (hereafter “the Organization”) for the regulation and management of its affairs.

# ARTICLE I – ORGANIZATION

1. **ORGANIZATION NAME**

The name of this organization shall be the “Texas Panhandle Association of Voluntary Organizations Active in Disaster” (Texas Panhandle VOAD). The Texas Panhandle VOAD is associated with the National Voluntary Organizations Active in Disaster (National VOAD).

# PRINCIPAL OFFICE

The principal office and location of the Organization shall be at such place as may be designated from time to time by the Executive Committee.

# PURPOSES

The Texas Panhandle VOAD is associated with the National Voluntary Organizations Active in Disaster (National VOAD). The purpose of this organization shall be to bring together voluntary organizations active in disaster services to foster more effective response to the people of Texas in time of disaster through:

1. Cooperation (creating a climate for cooperation, information and meeting together)
2. Coordination (encouraging a common understanding and providing a liaison with government offices)
3. Communications (publishing, disseminating information)
4. Collaboration (working together to achieve a common purpose)
5. Education (increasing mutual awareness and encouraging effective disaster relief)
6. Convening Mechanisms (arranging meetings, conferences, and training, as appropriate)
7. Legislation (encouraging effective disaster relief legislation and policy) Texas Panhandle VOAD seeks to ensure the availability of needed services and to encourage uniform, impartial provision of these services.

# POWERS

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

# FUNCTION IN DISASTER

Categories of membership and partners in the Organization shall be identified in Exhibit A and incorporated herein by reference.

# ARTICLE II – MEMBERS

1. **CATEGORIES AND QUALIFICATIONS**
   1. Categories of membership and partners in the Organization shall be identified in Exhibit A and incorporated herein by reference.
   2. Qualifications of membership and partners in the Organization shall be identified in the membership application.

# APPLICATION

Organizations exempt from Federal income taxation under Section 501(a) of the Code may apply for Full or Associate membership if their primary function and work is consistent with the Organization. Organizations eligible for exemption from Federal income taxation under Section 501(a) of the Code may apply for Associate membership if their primary function and work is consistent with the Organization. Organizations that are not eligible for exemption from Federal income taxation under Section 501(a) of the Code, but bring resources to the VOAD movement, demonstrate a commitment to support the Organization’s mission, and agree to contribute to the Organization, may apply for Partner.

# SELECTION, RIGHTS AND TENURE

* 1. Full Members and Associate Members (hereinafter collectively referred to as “Members”), and Partners shall be approved by a majority vote of the Full Members present and voting.
  2. Full Members shall have the right to vote on all matters coming before the membership for a vote. Associate Members and Partners shall be nonvoting members, except as otherwise provided in these Bylaws.
  3. The term of membership shall be perpetual, except as set forth in the following paragraph.
  4. Upon a two-thirds (2/3) vote of the Executive Committee present and voting, the membership of any Member or Partner may be terminated if that organization fails to meet the specific criteria for each category of membership listed in the membership application or any additional specific criteria for each category of membership that may be defined by the Executive Committee.
  5. Any Member or Partner organization, after having fulfilled all obligations to the Organization, may resign by written notice of the official member representative to the Executive Committee.

# ANNUAL MEETING

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

# GENERAL MEMBERSHIP MEETING

General Membership Meetings may be scheduled at the discretion of the Chairperson, Executive Committee, or by a request of a member that has been subsequently approved by a majority vote of the Members no less than four (4) times per year on a quarterly basis.

# SPECIAL MEETING

Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chairperson or the Executive Committee, at their discretion. In addition, ten percent (10%) of the Members of the Organization entitled to vote may request the call for a special meeting specifying the date and month thereof, which shall be provided not less than ten (10) nor more than sixty

(60) days prior to the date of such written request to the Executive Committee. Upon receiving the request, the Executive Committee shall give notice of such meeting to all voting Members stating the purpose. The purpose of the meeting shall be the only agenda item(s) for the meeting.

# PLACE OF MEETING

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

# ELECTRONIC MEETINGS

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

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

# NOTICE OF MEETING

Written, printed, or electronically transmitted notice stating the place, day and hour of the meeting and, in cases of special meetings, the purpose(s) for which the meeting is called, shall be sent not less than ten

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

# QUORUM

At any meeting of Members, fifty-one percent (51%) of the Members of the Organization entitled to vote, represented in person, virtually, or by written proxy, shall constitute a quorum. If less than said number of the Members are present or represented at a meeting, a majority of the Members present may adjourn the meeting without further notice. At such a meeting at which a quorum is not present or represented, no business may be transacted that might have been transacted at the meeting as originally notified.

# PRESIDING OFFICER

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

# VOTING

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

# VOTING LISTS

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

# ACTION WITHOUT A MEETING

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

# ARTICLE III – EXECUTIVE COMMITTEE

1. **GENERAL AUTHORITY**

The Executive Committee ("Executive Committee") is responsible for establishing the strategic vision and providing oversight of the Organization. The Executive Committee may adopt such rules and regulations for the conduct of their meetings and the management of the Organization as they may deem proper and which are not in consistent with these Bylaws, the Articles of In Organization, or the laws of this State.

# NUMBER AND TENURE

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

# Election Process

All nominees to be considered for election will be qualified and selected by a nominating committee and presented to the Executive Committee. Nominations may also be accepted from the floor. The nominations may be accepted as a whole, or one by one, depending upon the wishes of the constituent body present. The chairperson of the nominating committee should call for a vote of the constituencies’ choice.

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

# REGULAR MEETINGS

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

# SPECIAL MEETINGS

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

# ELECTRONIC MEETINGS

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

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

# NOTICE

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

# QUORUM

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

# VOTING; MANNER OF ACTING

Each member of the Executive Committee entitled to vote in accordance with these Bylaws shall be entitled to one vote. The act of the majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee, these Bylaws or under any applicable laws of the State of Texas.

# VACANCIES

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

# REMOVAL OF DIRECTORS

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

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

# RESIGNATION

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

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

# COMPENSATION

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

# ACTION WITHOUT A MEETING

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

# ARTICLE IV – OFFICERS OF THE EXECUTIVE COMMITTEE

1. **NUMBER**

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

# ELECTION AND TERM OF OFFICE

The Officers shall be elected at the Annual Meeting of the Organization. Each Officer's term shall be for two (2) years, ending at the next Annual Meeting. The Chairperson and Chairperson-Elect may serve for two full consecutive terms. There is no term for the Secretary and Treasurer. Notwithstanding the expiration of his or her term, each Officer shall continue to serve in office until his or her successor shall have been duly elected or until he or she shall have resigned or been removed from office. Such other officers and assistant officers shall be elected as specifically provided in these Bylaws and the consecutive terms in office shall not be limited.

# REMOVAL

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

# VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by majority vote of the Executive Committee for the unexpired portion of the term. In the event that the Chairperson office becomes vacant, the Chairperson-Elect shall automatically assume the position of Chairperson for the unexpired portion of the term unless the Executive Committee votes otherwise. Election of any officer, filling a vacancy, shall be at the membership level of the former officer.

# CHAIRPERSON

1. The Chairperson shall preside at all meetings of the Members and of the Organization.
2. The Chairperson calls the officers and Advisory members for nomination purposes.
3. The Chairperson is Chairperson of the Advisory Committee.
4. The Chairperson is Chairperson of the Executive Committee.

# CHAIRPERSON-ELECT

# Chairperson-Elect serves in absence of Chairperson.

# The Chairperson-Elect serves on the Executive Committee.

# The Chairperson-Elect shall prepare to become a nominee for Chairperson at the end of the current Chairperson’s term.

# SECRETARY

1. Records the minutes of the Organization’s meetings.
2. Provides each officer and Advisory Committee member with a copy of the Organization’s meeting minutes before the next meeting.
3. Oversees the sending of notices for the Organization’s meetings.
4. Oversees the registrations at the Organization’s meetings.

# TREASURER

* 1. Handles all Texas Panhandle VOAD monies.
  2. Distributes and/or pays bills authorized by the Executive Committee.
  3. Sets up bank account for Texas Panhandle VOAD in a convenient bank (Preferably not the same bank where personal banking is done) and has responsibility for Texas Panhandle VOAD checkbook.
  4. Oversees reimbursements of all expenses as voted on by the Executive Committee or Advisory Committee. Appropriate receipts should accompany reimbursement.
  5. Prepares all required tax-related and 501(c)3 documentation.

# DELEGATION OF AUTHORITY

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

# ARTICLE V – COMMITTEES

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

# STANDING COMMITTEES

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

* 1. NOMINATING – This committee will consist of a representative from at least three (3) different agencies and is responsible for the nominations process for the Executive Committee.
  2. CONFERENCE – The Executive Committee shall appoint a Conference Committee for the upcoming year. The Conference Committee shall be a fair representation of Texas Panhandle VOAD agencies and shall have the responsibility of location, presenters, agenda items, and logistics of the conference.
  3. ADVISORY – The Advisory Committee shall consist of one member from each voting member of the organization. The members are to be selected by their own organization. Advisory Committee meetings are at the call of the Chairperson.
  4. EXECUTIVE – The Executive Committee will be chaired by the Chairperson and will minimally consist of the elected Officers. The Executive Committee may also include any other individuals in either an official (voting) or ex-officio (non-voting) capacity, as the Executive Committee deems necessary. The Executive Committee convenes periodically at the request of any of its members and is authorized to exercise the powers and responsibilities of the Executive Committee when that body is not in session. The Executive Committee is empowered to take any action that could be taken by the Executive Committee as a whole and will report on its activities in a timely manner to the full Executive Committee. However, the Executive Committee shall not approve a plan of merger not requiring member approval. The Executive Committee may appoint a Texas Emergency Management Liaison to serve as an advisor to the Executive Committee. The office of the Texas Emergency Management Liaison is not a voting position.

# AD HOC COMMITTEES

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

# TASK FORCES AND COUNCILS

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

# ARTICLE VI – BUSINESS OPERATIONS

1. **CONTRACTS**

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

# AGENTS

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

# BOOKS AND RECORDS

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

# ARTICLE VII – FISCAL YEAR

The fiscal year of the Organization shall be January 1 through December 31 of each year. The fiscal year can be changed by resolution of the Executive Committee.

# ARTICLE VIII – WAIVER OF NOTICE

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

# ARTICLE IX – AMENDMENTS

# BYLAWS

Any amendments to these by-laws may be made by the Executive Committee and must be approved by a vote of two-thirds (2/3) of the Members entitled to vote at any Annual or Special Meetings of the Members. Proposed amendments must be distributed and posted on the organization’s website at least fourteen (14), but no more than thirty (30), days prior to the date of the meeting at which they are to be considered and presented for adoption.

# DISASTER ACTIVATION AND RESPONSE PLAN

1. Texas Panhandle VOAD is not responsible for the routine needs of a disaster. Texas Panhandle VOAD may put together a response for those impacted by disaster but cannot aid in providing things to aid in disaster relief. Those things would be provided individual Texas Panhandle VOAD members independent of Texas Panhandle VOAD.
2. Any local government official seeking the assistance of the Texas Panhandle VOAD needs to contact the Chairperson at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ or email him/her at \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ to see if the Texas Panhandle VOAD can help during said disaster. Information needed to determine if Texas Panhandle VOAD can help is as follows:
   1. Location of the Disaster?
   2. When did the Disaster occur?
   3. How has the Disaster effected your area?
   4. What is needed to aid in the Disaster Relief?
3. Once the Chairperson has determined that the Disaster is in fact a qualifying event for Texas Panhandle VOAD, the Executive Committee will be notified of a called meeting that needs to be held within 2 hours of the incoming phone call. During said meeting, the initial needs of the disaster will be determined and needed organizations will be notified of activation. A general membership meeting will be scheduled within 12 hours of activation to determine long term assistance.
4. Once the Executive Committee has met to determine the course of action needed, a mass text and/or email will be sent, using the PARIS system, to all organizational contacts and/or individuals who have signed up for this communication. The mass text will include the following information:
   1. Location of the Disaster?
   2. When did the Disaster occur?
   3. What is needed to aid in the Disaster Relief?
   4. Time and Location of initial set up meeting?
   5. Name and Phone number of contact person?
   6. Any other pertinent information?

**Texas Panhandle VOAD Deactivation and After Action Reports**

1. The Chairperson, in consultation with the executive committee, will determine when the Texas Panhandle VOAD is to be deactivated from any disaster.
2. Following a disaster where Texas Panhandle VOAD has been activated, each individual and/or Organization is responsible for submitting an after-action report to the Texas Panhandle VOAD Executive Committee within 10 Business days of Texas Panhandle VOAD being deactived from said disaster. The report can be submitted through a link on the Texas Panhandle VOAD webpage. The Link will also be emailed to the individual and/or organization’s contact that is on file.

**EXHIBIT A**

**Membership and Partnership Categories**

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

# Partnership Categories

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

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