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**BYLAWS**  
**OF**  
**TEXAS STATE ASSOCIATION OF FIRE AND EMERGENCY DISTRICTS**

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**Table of Contents**

**ARTICLE ONE**

OFFICES ..... 1

**ARTICLE TWO**

PURPOSES ..... 1

**ARTICLE THREE**

MEMBERSHIP ..... 2

Section 1. Membership ..... 2

Section 2. Rights of Members ..... 2

Section 3. Binding Effect of Bylaws ..... 2

Section 4. Termination of Membership ..... 2

Section 5. Resignation ..... 2

Section 6. Transfer of Membership ..... 3

Section 7. Associate Members ..... 3

**ARTICLE FOUR**

DUES ..... 3

Section 1. Annual Dues ..... 3

Section 2. Payment of Dues ..... 3

Section 3. Fees ..... 3

Section 4. Default and Termination of Membership ..... 3

**ARTICLE FIVE**

MEMBERS' MEETINGS ..... 3

Section 1. Annual Meetings ..... 3

Section 2. Special Meetings ..... 4

Section 3. Place of Meeting ..... 4

Section 4. Notice of Meetings ..... 4

ARTICLE SIX

BOARD OF DIRECTORS ..... 4

Section 1. Management of the Association ..... 4

Section 2. Number and Qualifications ..... 4

Section 3. Associate Member Representative on Board of Directors ..... 4

Section 4. Election and Term of Office ..... 4

Section 5. Removal; Filling of Vacancies ..... 4

Section 6. Place of Meetings ..... 5

Section 7. Annual Meetings ..... 5

Section 8. Regular Meetings ..... 5

Section 9. Special Meetings ..... 5

Section 10. Quorum and Manner of Acting ..... 5

Section 11. Directors' Compensation ..... 6

Section 12. Action Without a Meeting ..... 6

Section 13. Action Without a Meeting by Use of a Conference Telephone ..... 6

ARTICLE SEVEN

EXECUTIVE COMMITTEE ..... 6

Section 1. Constitution and Powers ..... 6

Section 2. Meetings ..... 7

Section 3. Records ..... 7

Section 4. Vacancies ..... 7

ARTICLE EIGHT

OTHER COMMITTEES OF THE BOARD OF DIRECTORS ..... 7

ARTICLE NINE

NOTICES ..... 7

Section 1. Manner of Giving Notice ..... 7

Section 2. Waiver of Notice ..... 8

ARTICLE TEN

OFFICERS, EMPLOYEES AND AGENTS:  
POWERS AND DUTIES ..... 8

Section 1. Elected Officers ..... 8

Section 2. Election ..... 8

Section 3. Appointed Officers ..... 8

	<u>Two or More Offices</u> .....	8
	<u>Compensation</u> .....	8
Section 4.	<u>Term of Office; Removal; Filling of Vacancies</u> .....	9
Section 5.	<u>Chairman of the Board</u> .....	9
Section 6.	<u>President</u> .....	9
Section 7.	<u>Vice Presidents</u> .....	9
Section 8.	<u>Secretary</u> .....	9
Section 9.	<u>Assistant Secretaries</u> .....	10
Section 10.	<u>Treasurer</u> .....	10
Section 11.	<u>Assistant Treasurers</u> .....	10
Section 12.	<u>Additional Powers and Duties</u> .....	10
Section 13.	<u>Executive Director and Employees</u> .....	11
Section 14.		
Section 15.		

#### ARTICLE ELEVEN

REGIONS .....	11
Section 1. <u>Establishment</u> .....	11
Section 2. <u>Purpose</u> .....	11
Section 3. <u>Membership</u> .....	11

#### ARTICLE TWELVE

DISSOLUTION .....	11
Section 1. <u>Distribution at Dissolution</u> .....	11
Section 2. <u>Determination of Receiving Organization</u> .....	11

#### ARTICLE THIRTEEN

MISCELLANEOUS .....	12
Section 1. <u>Dividends Prohibited</u> .....	12
Section 2. <u>Loans to Officers and Directors Prohibited</u> .....	12
Section 3. <u>Signature of Negotiable Instruments</u> .....	12
Section 4. <u>Fiscal Year</u> .....	12
Section 5. <u>Seal</u> .....	12
Section 6. <u>Indemnification</u> .....	12
Section 7. <u>Books and Records</u> .....	15
Section 8. <u>Surety Bond</u> .....	15

#### ARTICLE FOURTEEN

AMENDMENTS .....	15
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**BYLAWS**  
**OF**  
**TEXAS STATE ASSOCIATION OF FIRE AND EMERGENCY DISTRICTS**

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**ARTICLE ONE**

**OFFICES**

TEXAS STATE ASSOCIATION OF FIRE AND EMERGENCY DISTRICTS, a Texas non-profit corporation (the "Association"), may have, in addition to its registered office, offices and places of business at such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or the business and affairs of the Association may require.

**ARTICLE TWO**

**PURPOSES**

The Association is organized under and by virtue of the laws of the State of Texas concerning nonprofit corporations and shall have and may exercise all of the rights, powers, privileges and immunities granted to such corporations by those laws, as amended from time to time, subject to the restrictions and limitations contained in these Articles.

A. The specific and primary purposes are to organize, operate and maintain an association to improve, protect and promote fire and emergency services within the state of Texas and to enhance the operation, services, communication and business related thereto through education and through the advocacy of cooperation beneficial to these Districts in Texas.

B. The general purposes and powers are:

(a) To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this Association.

(b) To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any persons, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

(c) To have and exercise all the rights and powers conferred on nonprofit corporations under the Texas Non-Profit Corporation Act, as such law is now in effect or may at any time hereafter be amended.

(d) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this Association.

The foregoing statement of purpose shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the foregoing statements of purposes and powers, this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Association as set forth in Paragraph (1) of this Article IV, and nothing contained in the foregoing statement of purposes shall be construed to authorize this Association to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such.

This Association is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the directors or members thereof and is organized for non-profit purposes. No part of the Association's net earnings will inure to the benefit of any director or trustee of the Association, officer of the Association, member or private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes).

## **ARTICLE THREE**

### **MEMBERSHIP**

**Section 1. Membership.** The Association shall have members, but no capital stock or shares. Membership in the Association shall consist of political subdivisions of the state of Texas, either rural fire prevention districts or emergency services districts within the state of Texas.

**Section 2. Rights of Members.** Each member shall be entitled to vote, to receive all general membership communications, and to attend all annual and special membership meetings of the Association.

**Section 3. Binding Effect of Bylaws.** Each member agrees to be bound for all purposes by these Bylaws.

**Section 4. Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member with or without cause and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who is in default in the payment of initiation fees and membership dues.

**Section 5. Resignation.** Any member may resign by filing a written resignation with the Secretary.

**Section 6. Transfer of Membership.** Membership in this Association is not transferable or assignable.

**Section 7. Associate Members.** The Association may have associate members. Volunteer fire departments, professional consultants, corporations that provide services or goods to members, or other entities or individuals interested in the provision of fire and emergency services within the state of Texas are eligible for associate membership upon the payment of the associate membership dues. Associate members in the Association do not have voting rights, except to vote for an associate representative for the Board of Directors, but may attend meetings and seminars sponsored by the Association.

## **ARTICLE FOUR**

### **DUES**

**Section 1. Annual Dues.** Dues shall be assessed against members as a requirement for membership in the Association. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by the members. The Board of Directors shall also establish annual dues for Associate Members. The timing and amount of dues for members and Associate Members may be changed by the Board of Directors at any time.

**Section 2. Payment of Dues.** Dues shall be payable in advance on the same day of each year as established by the Board of Directors. Dues of a new member may be, but is not required to be, prorated from the first day of which such new member is admitted to membership, for the remainder of the fiscal year of the Corporation.

**Section 3. Fees.** The Association reserves the right to collect fees for the Association's activities and events, as appropriate (e.g. registration fees for annual meetings, teleconferences and other educational programs). Such fees will be established in accordance with these Bylaws and other governing documents of the Association.

**Section 4. Default and Termination of Membership.** When any member shall be in default in the payment of initiation fees or dues for a period of one month from the beginning of the fiscal year or period for which such initiation fees or dues become payable, that member's membership may thereupon be terminated by the Board of Directors in the manner provided in these Bylaws.

## **ARTICLE FIVE**

### **MEMBERS' MEETINGS**

**Section 1. Annual Meetings.** An annual meeting of the members, commencing with the year 2002, may be held each year at the time and on the day as determined by the Board of Directors, if not a legal holiday in the place where the meeting is to be held, and if a legal holiday in such place, then on the next full business day following, to transact such business as may properly be brought before the meeting. The Board of Directors may select and alternate annual meeting date at any time and from time to time by resolution of the Board.

**Section 2. Special Meetings.** Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation or by these Bylaws, may be called by the President or the Board of Directors.

**Section 3. Place of Meeting.** Meetings of members shall be held at such places, within or without the State of Texas as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices of waivers of notice thereof.

**Section 4. Notice of Meetings.** Written or prior notice stating the place, day, and hour of each meeting of members and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, electronic mail, or facsimile, by or at the direction of the President, the Secretary or the body, officer, or person calling the meeting, to each member of record.

## **ARTICLE SIX**

### **BOARD OF DIRECTORS**

**Section 1. Management of the Association.** The business and affairs of the Association shall be managed by its Board of Directors, who may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members.

**Section 2. Number and Qualifications.** The Board of Directors shall consist of at least eleven (11) or more directors as determined by the Board of Directors, provided that no decrease in the number of directors shall have the effect of shortening the term of any incumbent directors. One director shall be elected from each of five geographic regions of the state as determined by the Board of Directors. Each director shall be a member of the Association or a member's representative and shall be serving as an elected or appointed commissioner of a Texas Emergency Services District; however, two commissioners from the same emergency services district may not serve on the Board of Directors at the same time. The Board of Directors shall establish basic emergency services commissioner education requirements for Board members and shall review its requirements annually.

**Section 3. Associate Member Representative on Board of Directors.** In addition to the voting directors described in Section 2 above, the Board of Directors may determine that one or more associate representative is necessary and proper, to act in advisory or honorary capacities without the power of vote or decision as a director, but with all other rights and benefits of a director. The associate representative will be elected by the members and associate members.



**Section 4. Election and Term of Office.** At each annual meeting of the directors following the 2013 annual meeting, the directors present at the meeting shall elect directors to serve for two-year terms. At the 2013 annual meeting, all directors will be elected and shall draw lots such that not more than half the directors shall serve an initial one-year term and the remainder shall serve a two-year term. At each election, the persons receiving the greatest number of votes shall be the directors. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier death, resignation, retirement, disqualification or removal; however, if a director ceases to serve as a commissioner of a Texas emergency services district, he may continue as a director until the election of directors at the next annual meeting.”

**Section 5. Removal; Filling of Vacancies.** Any director may be removed either for cause or without cause at any annual or special meeting of the directors by the affirmative vote of a two-thirds (2/3) super-majority of the directors present at the meeting, if notice of the intention to act upon such matter shall have been given in the notice calling such meeting. Any vacancy occurring in the Board of Directors, resulting from the death, resignation, retirement, disqualification, or removal from office of any director or as the result of an increase in the number of directors, shall be filled by the affirmative vote of a two-thirds (2/3) super-majority of the directors. Any vacancy occurring on the Board of Directors shall be filled as soon as possible after such vacancy occurs. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**Section 6. Place of Meetings.** Meetings of the Board of Directors, annual, regular or special, may be held either within or without the State of Texas.

**Section 7. Annual Meetings.** An annual meeting of the Board of Directors shall be held following the annual meeting of members or another date approved by resolution of the Board, if not a legal holiday in the place where the meeting is to be held, and if a legal holiday in such place, then on the next full business day following, at which they shall elect officers, proceed with organization, and transact any and all other business as may properly come before the meeting. Written or printed notice stating the place, date, and hour of each annual meeting of the Board of Directors shall be delivered not less than ten (10) days nor more than fifty (50) days before the date of such meeting, either personally or by mail, electronic mail, or facsimile, by or at the direction of the President or Secretary, to each director entitled to vote at such meeting, unless waived by each director.

**Section 8. Regular Meetings.** Regular meetings of the Board of Directors, of which no notice shall be necessary, shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board and communicated to all directors. Except as otherwise provided by statute, the Articles of Incorporation or these Bylaws, any and all business may be transacted at any regular meeting.

**Section 9. Special Meetings.** Special meetings of the Board of Directors may be called by the Chairman of the Board, if elected and serving, or by the President on at least forty-eight (48) hours notice to each director, either personally or by mail or by telegram. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of one (1) director. Except as may be otherwise expressly provided by statute or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or the waiver of notice of such meeting.

**Section 10. Quorum and Manner of Acting.** At all meetings of the Board of Directors, the presence of a majority of the number of directors fixed by these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. The act of a majority of the number of directors fixed by these Bylaws shall be the act of the Board of Directors unless the act of a greater number is required by statute, by the Articles of Incorporation or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board of Directors. If a quorum shall not be present at any meeting of the directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting, any business may be transacted which might have been transacted at the meeting if originally convened.

**Section 11. Directors' Compensation.** Directors as such will not receive any compensation for their services. However, any director may be reimbursed for his actual reasonable expenses incurred in the performance of his duties. Nothing herein contained shall be construed to preclude any directors from serving the Association in any other capacity and receiving compensation therefor.

**Section 12. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting and may be stated as such in any document.

**Section 13. Action Without a Meeting by Use of a Conference Telephone.** Subject to the provisions required or permitted by the controlling law for notice of meetings, members of the Board of Directors or members of any committee designated by the Board of Directors may participate in and hold a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and 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.

## ARTICLE SEVEN

### EXECUTIVE COMMITTEE

**Section 1. Constitution and Powers.** The Board of Directors, by resolution adopted by affirmative vote of a two-thirds (2/3) super-majority of the number of directors fixed by these Bylaws, may designate two (2) or more directors (with such alternates, if any, as may be deemed desirable) to constitute an Executive Committee, which Executive Committee shall have and may exercise, when the Board of Directors is not in session, all of the authority and powers of the Board of Directors in the business and affairs of the Association, even though such authority and powers be herein provided or directed to be exercised by a designated officer of the Association; provided, that the foregoing shall not be construed as authorizing action by the Executive Committee with respect to any action which by statute, the Articles of Incorporation or these Bylaws is required to be taken by vote of a specified proportion of the number of directors fixed by these Bylaws, or any other actions required or specified by the controlling law or other applicable law or by these Bylaws or by the Articles of Incorporation to be taken by the Board of Directors, as such. The designation of the Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed upon it or him by law. So far as practicable, members of the Executive Committee and their alternates (if any) shall be appointed by the Board of Directors at its first meeting after each annual meeting of members and, unless sooner discharged by affirmative vote of a two-thirds (2/3) super-majority of the number of directors fixed by these Bylaws, shall hold office until their respective successors are appointed and qualify or until their earlier respective deaths, resignations, retirements or disqualifications.

**Section 2. Meetings.** Regular meetings of the Executive Committee, of which no notice shall be necessary, shall be held at such times and places as may be fixed from time to time by resolution adopted by affirmative vote of a majority of the whole Executive Committee and communicated to all the members thereof. Special meetings of the Executive Committee may be called by the Chairman of the Board, if elected and serving, the President or any two (2) member(s) thereof at any time on forty-eight (48) hours' notice to each member, either personally or by mail, electronic mail or facsimile. Except as may be otherwise expressly provided by statute or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any meeting of the Executive Committee need be specified in the notice or waiver of notice of such meeting. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the act of a majority of the number of members comprising the whole Executive Committee shall be the act of the Executive Committee. The members of the Executive Committee shall act only as a committee, and the individual members shall have no power as such. The Executive Committee, at each meeting thereof, may designate one of its members to act as chairman and preside at the meeting or, in its discretion, may appoint a chairman from among its members to preside at all its meetings held during such period as the Executive Committee may specify.

**Section 3. Records.** The Executive Committee shall keep a record of its acts and proceedings and shall report the same, from time to time, to the Board of Directors. The Secretary of the Association, or, in the Secretary's absence, an Assistant Secretary, shall act as Secretary of the Executive Committee, or the Executive Committee may, in its discretion, appoint its own secretary.

**Section 4. Vacancies.** Any vacancy in the Executive Committee may be filled by affirmative vote of a majority of the number of directors fixed by these Bylaws.

**ARTICLE EIGHT**

**OTHER COMMITTEES OF THE BOARD OF DIRECTORS**

The Board of Directors may, by resolution adopted by affirmative vote of a majority of the number of directors fixed by these Bylaws, designate two or more directors (with such alternates, if any, as may be deemed desirable) to constitute any committee or committees for any purpose; provided, that any such other committee or committees shall have and may exercise only the power of recommending action to the Board of Directors and the Executive Committee and of carrying out and implementing any instructions or any policies, plans and programs theretofore approved, authorized and adopted by the Board of Directors or the Executive Committee.

**ARTICLE NINE**

**NOTICES**

**Section 1. Manner of Giving Notice.** Whenever, under the provisions of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any committee member, director, officer or member of the Association, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given (A) in writing by mail, postage prepaid, addressed to such committee member, director, officer, or member at his or her address as it appears on the records of the Association, (B) by electronic mail (e-mail) to such person at his or her e-mail address provided by such person and as it appears on the records of the Association, and (C) by facsimile to such person at his or her facsimile number provided by such person and as it appears on the records of the Association. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mail, as aforesaid.

**Section 2. Waiver of Notice.** Whenever any notice is required to be given to any committee member, director or member of the Association under any statute, the Articles of Incorporation, 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 deemed equivalent to the giving of such notice. Attendance by a director at a meeting of the Board of Directors 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 on the ground that the meeting is not lawfully called or convened.

## ARTICLE TEN

### **OFFICERS, EMPLOYEES AND AGENTS: POWERS AND DUTIES**

**Section 1. Elected Officers.** The elected officers of the Association shall be a President and a Secretary, who may not be the same person. The Board of Directors may, if it so desires, elect one or more Vice Presidents as may be determined from time to time by the Board of Directors (and in case of each such Vice President, with such descriptive title, if any, as the Board of Directors shall deem appropriate), and a Treasurer. None of the elected officers need be members of the Board of Directors.

**Section 2. Election.** All candidates for elected office shall be members of the Board of Directors. All elected officers shall be elected by the Board of Directors at each annual meeting of the Board of Directors.

**Section 3. Appointed Officers.** The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents (none of whom need be members of the Board) as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board of Directors.

**Section 4. Two or More Offices.** Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

**Section 5. Compensation.** The officers of the Association will not receive compensation and no part of the net earnings of the Association shall be distributed to, or inure to the benefit of, any member, trustee, officer, agent or employee of the Association, or to any private individual, except to further the exempt purposes of the Association as described above and except that reasonable compensation may be paid for services duly rendered, and reimbursement may be made for reasonable expenses duly incurred, to or for the Association affecting one or more of its authorized purposes.

**Section 6. Terms off Office; Removal; Filling of Vacancies.** Each elected officer of the Association shall hold office until his successor is chosen and qualified in his stead or until his earlier death, resignation, retirement, disqualification or removal from office; however, if an officer ceases to serve as a commissioner of a Texas emergency services district, he may continue as an officer only until the election of officers at the next annual meeting. Beginning at the Annual Meeting of 2018, the President shall serve a term of two years. Any Vice Presidents and the Secretary shall serve terms of one year. The Treasurer shall serve a term of two years. No officer may serve more than two consecutive terms. Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to any contract rights. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors

**Section 7. Chairman of the Board.** The Chairman of the Board, if serving and in attendance, shall preside when present at all meetings of the members and the Board of Directors. He shall advise and counsel the President and other officers of the Association and may exercise all of the powers granted to the President and shall exercise such other powers and perform such other duties as shall be assigned to or required by the Chairman from time to time by the Board of Directors.

**Section 8. President.** The President shall be the chief executive officer of the Association and, subject to the provisions of these Bylaws, shall have general supervision of the affairs of the Association and shall have general and active control of all its business and operations. In the absence of the Chairman of the Board, or if such officer shall not have been elected or be serving, the President shall preside when present at meetings of the members and the Board of Directors. Subject to such consents, approvals and parameters determined by the Board of Directors, the President shall have general authority to execute bonds, deeds and contracts in the name of the Association and to affix the corporate seal thereto, if adopted; to sign membership certificates, to cause the employment or appointment of such employees and agents of the Association as the proper conduct of operations may require and to fix their compensation, subject to the provisions of these Bylaws; to remove or suspend any employee or agent who shall have been employed or appointed under his authority or under authority of an officer subordinate to him; to suspend for cause, pending final action by the authority which shall have elected or appointed him, any officer subordinate to the President; and in general to exercise all the powers usually appertaining to the office of president of a corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. In the absence or disability of the President, his duties shall be performed and his powers may be exercised by the Vice Presidents in the order of their seniority, unless otherwise determined by the President or the Board of Directors.

**Section 9. Vice Presidents.** Each Vice President, if any is elected and serving, shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the President or the Board of Directors (which shall control).

**Section 10. Secretary.** The Secretary shall see that notice is given of all meetings of the members and meetings of the Board of Directors and shall keep and attest true records of all proceedings at all meetings thereof. The Secretary shall have charge of the corporate seal and have authority to attest any and all instruments or writings to which the same may be affixed; shall keep and account for all books, documents, papers and records of the Association except those for which some other officer or agent is properly accountable; shall have authority to sign membership certificates; and shall generally perform all duties usually appertaining to the office of secretary of a corporation. In the absence or disability of the Secretary, his duties shall be performed and his powers may be exercised by the Assistant Secretaries in the order of their seniority, unless otherwise determined by the Secretary, the President or the Board of Directors (which shall control).

**Section 11. Assistant Secretaries.** Each Assistant Secretary shall generally assist the Secretary and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the Secretary, the President or the Board of Directors (which shall control).

**Section 12. Treasurer.** The Treasurer shall be the chief accounting and financial officer of the Association and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Association. Subject to such approvals, consents and parameters determined by the Board of Directors, the Treasurer shall audit all payrolls and vouchers of the Association and shall direct the manner of certifying the same; shall supervise the manner of keeping all vouchers for payments by the Association and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of the Association and its various departments; shall have supervision of the books of account of the Association, their arrangement and classification; shall supervise the accounting and auditing practices of the Association and shall have charge of all matters relating to taxation. Subject to such approvals, consents and parameters determined by the Board of Directors, the Treasurer shall have the care and custody of all monies., funds and securities of the Association; shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board; shall advise upon all terms or credit granted by the Association; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts and disbursements of the Association. Subject to such approvals, consents and parameters determined by the Board of Directors, the Treasurer shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the Association and to give property receipts or discharges for all payments to the Association and shall generally perform all duties usually appertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer, his duties shall be performed and his powers may be exercised by the Assistant Treasurers in the order of their seniority, unless otherwise determined by the Treasurer, the President or the Board of Directors (which shall control).

**Section 13. Assistant Treasurers.** Each Assistant Treasurer shall generally assist the Treasurer and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to him by the Treasurer, the President or the Board of Directors (which shall control).

**Section 14. Additional Powers and Duties.** In addition to the foregoing especially enumerated duties, services and powers, the several elected and appointed officers of the Association shall perform such other duties and services and exercise such further powers as may be provided by statute, the Articles of Incorporation or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned to them by any competent superior officer.

**Section 15. Executive Director and Employees.** The Board of Directors on behalf of the Association may employ an Executive Director and such other employees upon terms and conditions as it deems appropriate.

## **ARTICLE ELEVEN**

### **REGIONS**

**Section 1. Establishment.** The Board of Directors may provide for the organization and government of Regional Directors of the Association. It may modify the boundaries of any region so created or terminate its existence giving due consideration to such factors as geography and number of fire protection districts and emergency services districts located in a given area in order to provide for equitable representation and effective operation. The boundaries of regions shall be periodically reviewed by the Board of Directors. Any Bylaws or changes to Bylaws governing the regions shall be subject to approval by the Board of Directors.

**Section 2. Purpose.** The purpose of establishing Regional Districts shall be to enhance the efforts of the Association in improving public fire safety, emergency medical service, and education of Texas' fire prevention districts and emergency services districts by:

- a. Encouraging regional participation in planning and cosponsoring of regional meetings and workshops; and
- b. Providing programs to fire prevention districts or emergency services districts on a regional level which will assist them in better performing their elected or appointed duties.

**Section 3. Membership.** Membership in the regions shall be in accordance with Article Three of these Bylaws.

## **ARTICLE TWELVE**

### **DISSOLUTION**

**Section 1. Distribution at Dissolution.** In case of dissolution, funds or property of the Association shall be disposed of by transfer and distribution to any one or more corporations, funds, or foundations with like purposes or goals that is organized and operated within the State of Texas, hereinafter referred to as the "receiving organization."

**Section 2. Determination of Receiving Organization.** Any such receiving organization(s) shall be selected by vote of the majority of the members of the Association in attendance at a meeting called for this purpose. If for any reason such disposition cannot be effected, then such funds shall be so distributed pursuant to the order, judgment or decree of a court having jurisdiction over the assets and property of the Association.



## ARTICLE THIRTEEN

### MISCELLANEOUS

**Section 1. Dividends Prohibited.** No part of the earnings of the Association shall inure to the benefit of any director or officer of the Association or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its purposes), and no director or officer of the Association or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Association.

**Section 2. Loans to Officers and Directors Prohibited.** No loans shall be made by the Association to its officers and directors, and any director voting for or assenting to the making of any such loan, and any officer participating in the making thereof, shall be jointly and severally liable to the Association for the amount of such loan until repayment thereof.

**Section 3. Signature of Negotiable Instruments.** All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officer, officers, agent or agents, and in such manner, as are permitted by these Bylaws and as from time to time may be prescribed by resolution (whether general or special) of the Board of Directors.

**Section 4. Fiscal Year.** The fiscal year of the Association shall be the calendar year, unless otherwise fixed by resolution of the Board of Directors.

**Section 5. Seal.** The seal of the Association, if any, shall be in such form as shall be adopted and approved from time to time by the Board of Directors. The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, imprinted or in any manner reproduced.

**Section 6. Indemnification.**

A. **Definitions.** In this Section:

(1) "*Indemnitee*" means (i) any present or former director, advisory director or officer of the Association; (ii) any person who, while serving in any of the capacities referred to in clause (i) hereof, served at the Association's request as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise; and (iii) any person nominated or designated by (or pursuant to authority granted by) the Board of Directors or any committee thereof to serve in any of the capacities referred to in clauses (i) or (ii) hereof.

(2) "*Official Capacity*" means (i) when used with respect to a director, the office of director of the Association, and (ii) when used with respect to a person other than a director, the elective or appointive office of the Association held by such person or the employment or agency relationship undertaken by such person on behalf of the Association, but in each case does not include service for any other foreign or domestic corporation or any partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise.

(3) "*Proceeding*" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding.

B. Indemnification. The Association shall as a mandatory obligation indemnify every Indemnitee against all judgments, penalties (including excise and similar taxes), fines, amounts paid in settlement, and reasonable expenses actually incurred by the Indemnitee in connection with any Proceeding in which he was, is or is threatened to be named a defendant or respondent, or in which he was or is a witness without being named a defendant or respondent, by reason, in whole or in part, of his serving or having served, or having been nominated or designated to serve, in any of the capacities referred to in Section 6.A.; *provided, however*. that in the event that an Indemnitee is found liable to the Association or is found liable on the basis that personal benefit was improperly received by the Indemnitee, the indemnification (i) is limited to reasonable expenses actually incurred by the Indemnitee in connection with the Proceeding and (ii) shall not be made in respect of any Proceeding in which the Indemnitee shall have been found liable for willful or intentional misconduct in the performance of his duty to the Association. Except as provided in (i) above in this Section 6.B., no indemnification shall be made under this Section 6.B. in respect of any Proceeding in which such Indemnitee shall have been (i) found liable on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from an action taken in the Indemnitee's Official Capacity, or (ii) found liable to the Association. The termination of any Proceeding by judgment, order, settlement or conviction, or on a plea of nolo contendere or its equivalent, is not of itself determinative that the Indemnitee is not entitled to indemnification. An Indemnitee shall be deemed to have been found liable in respect of any claim, issue or matter only after the Indemnitee shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom. Reasonable expenses shall include, without limitation, all court costs and all fees and disbursements of attorneys for the Indemnitee.

C. Successful Defense. Without limitation of Section 6.B. and in addition to the indemnification provided for in Section 6.B., the Association shall indemnify every Indemnitee against reasonable expenses incurred by such person in connection with any Proceeding in which he is a witness or a named defendant or respondent because he served in any of the capacities referred to in Section 6.B., if such person has been wholly successful, on the merits or otherwise, in defense of the Proceeding.

D. Deemed Authorization. The obligation to provide mandatory indemnification to Indemnitees of the Association as provided, and limited, by this Section 6 shall be deemed to constitute authorization of indemnification in the manner required by Article 1396-2.22A of the Texas Non-Profit Corporation Act even though such provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

E. Advancement of Expenses. Reasonable expenses (including court costs and attorneys' fees) incurred by an Indemnitee who was or is a witness or who is or is threatened to be made a named defendant or respondent in a Proceeding shall be paid by the Association at reasonable intervals in advance of the final disposition of such Proceeding, after receipt by the Association of (i) a written affirmation by such Indemnitee of his good faith belief that he has met the standard of

conduct necessary for indemnification by the Association under this Section and (ii) a written undertaking by or on behalf of such Indemnitee to repay the amount paid or reimbursed by the Association if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized in this Section. Such written undertaking shall be an unlimited obligation of the Indemnitee but need not be secured and it may be accepted without reference to financial ability to make repayment. Notwithstanding any other provision of this Section, the Association shall pay or reimburse expenses incurred by an Indemnitee in connection with his appearance as a witness or other participation in a Proceeding at a time when he is not named a defendant or respondent in the Proceeding.

F. Other Indemnification and Insurance. The indemnification provided by this Section shall (i) not be deemed exclusive of, or to preclude, any other rights to which those seeking indemnification may at any time be entitled under the Association's Articles of Incorporation, any law, agreement or vote of members or disinterested directors, or otherwise, or under any policy or policies of insurance purchased and maintained by the Association on behalf of any Indemnitee, both as to action in his Official Capacity and as to action in any other capacity, (ii) continue as to a person who has ceased to be in the capacity by reason of which he was an Indemnitee with respect to matters arising during the period he was in such capacity, and (iii) inure to the benefit of the heirs, executors, and administrators of such a person.

G. Notice. Any indemnification of or advance of expenses to an Indemnitee in accordance with this Section shall be reported in writing to the members of the Association with or before the notice or waiver of notice of the next members' meeting or with or before the next submission to members of a consent to action without a meeting and, in any case, within the twelve-month period immediately following the date of the indemnification or advance.

H. Construction. The indemnification provided by this Section shall be subject to all valid and applicable laws, including, without limitation, Article 1396-2.22A of the Texas Non-Profit Corporation Act, and, in the event this Section or any of the provisions hereof or the indemnification contemplated hereby are found to be inconsistent with or contrary to any such valid laws, the latter shall be deemed to control and this Section shall be regarded as modified accordingly, and, as so modified, to continue in full force and effect.

I. Continuing Offer, Reliance, etc. The provisions of this Section (i) are for the benefit of, and may be enforced by, each Indemnitee of the Association the same as if set forth in their entirety in a written instrument duly executed and delivered by the Association and such Indemnitee, and (ii) constitute a continuing offer to all present and future Indemnitees. The Association, by its adoption of these Bylaws, (i) acknowledges and agrees that each Indemnitee of the Association has relied upon and will continue to rely upon the provisions of this Section in becoming, and serving in any of the capacities referred to in Section 6.A.(1) hereof, (ii) waives reliance upon, and all notices of acceptance of, such provisions by such Indemnitees, and (iii) acknowledges and agrees that no present or future Indemnitee shall be prejudiced in his right to enforce the provisions of this Section in accordance with their terms by any act or failure to act on the part of the Association.

J. Effect of Amendment. No amendment, modification or repeal of this Section or any provision hereof shall in any manner terminate, reduce or impair the right of any past, present or

future Indemnites to be indemnified by the Association, nor the obligation of the Association to indemnify any such Indemnites, under and in accordance with the provisions of this Section as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

**Section 7. Books and Records.** The Association shall keep correct and complete books and records of account for at least three (3) years after the end of each fiscal year, and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. Any member in good standing or prospective member shall be entitled to inspect and copy the books and records of account of the Association upon reasonable notice being given to the secretary of the Association.

**Section 8. Surety Bond.** Such officers and agents of the Association (if any) as the Board of Directors may direct from time to time shall be bonded for the faithful performance of their duties and for the restoration to the Association, in such amounts and by such surety companies as the Board of Directors may determine. The premiums on such bonds shall be paid by the Association, and the bonds so furnished shall be in the custody of the Secretary.

## **ARTICLE FOURTEEN**

### **AMENDMENTS**


The power to alter, amend or repeal these Bylaws or adopt new bylaws shall be vested solely in the Board of Directors.

(Remainder of this page intentionally left blank.)

We hereby certify that the above and foregoing Bylaws were adopted as the Bylaws of the Association by the written consent of the directors without a meeting, executed as of and effective the 12<sup>th</sup> Day of January, 2001.


  
MIKE HOWE, Director

  
GLEN HARTMAN, Director

  
TERRY BROWDER, Director

  
BRAD ELLIS, Director

  
DON SMITH, Director

  
CAROL OLEWIN, Director

  
CURTIS COOK, Director

  
KEITH LEWIS, Director

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MICHAEL CHESSMORE, Director