

BYLAWS
OF THE
POWDERLY VOLUNTEER FIRE DEPARTMENT, INC.

ARTICLE I - ORGANIZATION

SECTION 1

The Powderly Volunteer Fire Department, Inc., (hereinafter referred to as "Fire Department" or "Department") is a neighborhood based organization providing services including but not limited to: fire prevention, education, suppression, search, rescue, hazardous material response, emergency medical, and emergency communications within the community of Powderly, Lamar County, Texas, and in response to similar requests for mutual aid to communities in the area surrounding the Department's chartered area and such other local, state, and federal agencies, departments, offices, organizations, or authorities.

SECTION 2

The governing body of the Department shall be the Board of Directors (hereafter referred to as the "Board"). The Board shall consist of seven (7) directors, all members in good standing, of the Fire Department (hereafter referred to as member directors). Once elected, a member Director will be exempt from the points required to maintain his/her active membership. Board member candidates must be a member of the department for twelve (12) months minimum prior to election. The Member Director is allowed to respond to emergency scenes pursuant to department policy. The Member Director is allowed to participate in training, public relations events, and other station activities.

Each director is to be elected in a general election by the volunteer members of the Fire Department, who are in good standing at the time of the election. Directors will have staggered, three-year terms of office. The election of a Board Director shall be held during the December meeting each year. If a director position becomes vacant, for any reason, the remaining directors will recruit and appoint by majority vote of the remaining directors, a new director that meets the criteria of the vacated position to serve until the next election. The remainder of the unexpired term of the vacated position will be filled at the time of the annual election.

The Department shall make a good faith effort to solicit and recruit member candidates who possess one or more of the following qualifications: executive experience at an organization with similarly-sized operating budget or more; expertise and skill sets including strategic planning, human capital management, organization change management, financial management, emergency services, and community relations. Board-level experience in similarly-size organization is preferred. It is understood that the individual Board members are not required to have all of the forgoing qualifications, but a good faith effort should be made to ensure that the Board as a whole has the desired skill sets.

SECTION 3

The Board shall elect from its body, by secret ballot majority vote, a President, Vice President, Secretary and Treasurer (i.e., Officers). All officer terms are for one year, with the election of Board officers held at the first Business meeting in January. These Board Officers shall efficiently direct the business of the Board.

A Director and/or Officer may be relieved from his/her duties, with cause, by a secret ballot two-thirds (2/3)-majority vote of the Board. A Director who has been relieved of his/her duties as a Director, shall have their unexpired term filled as provided in Section 2(C).

The President may declare a Director's seat vacant in the event that such Director is absent for three (3) consecutive regularly scheduled Board meetings. A Director who has had their seat declared vacant shall have their unexpired term filled as provided in Section 2(C).

If the President is absent for three (3) consecutive Board meetings his/her seat may be declared vacant at the discretion of the Board with a secret ballot two-thirds (2/3)-majority vote. In the event of the death, incapacity, resignation, or vacancy from the office of President, the Vice- President shall become President and shall assume the duties of the President for the balance of the term. The Board shall then elect from its body a new Vice President.

In the event of the death, incapacity, resignation, or vacancy from the office of President and Vice President, the Treasurer shall become Acting President and shall assume the duties of the President until a new President and Vice President can be elected.

The President shall preside at all regular and special meetings of the Board. The President shall appoint all Board appointed committees and shall at all times exercise a general supervision over all Board related business meetings of the Department. The President shall have power to order the Secretary to call special meetings of the Board, and shall perform other such duties as may be required by this office. The President shall be ex-officio member of all Board appointed committees.

The Vice President shall assist the President in the discharge of his/her duties and shall perform the duties of the President in the President's absence.. The Vice President shall perform such duties as directed by the President and/or the Board.

The Board Secretary shall keep a correct record of minutes of all meetings of the Board; shall call for all correspondence to be read; shall preserve all documents and be the custodian thereof; and shall perform such other duties as directed by the Board and shall serve notice of meetings as required in department policy.

The Treasurer shall be the custodian of all funds collected by the Department, and shall, under the direction of the Board, direct the deposit of all funds of the Department in a responsible bank in the vicinity. The Treasurer shall make no disbursements except as authorized by the Board.

Board appointed assistants may be utilized to assist the Board Officers with the necessary administrative functions of the Board.

SECTION 4

The Board shall hold a meeting on the second (2nd) Monday night of each and every calendar month of the year. This meeting shall be open to all members and to the public, and shall be held in the Fire Department's area of responsibility. A simple majority representation of Board Members shall constitute a Quorum. Notice of this meeting or any special meeting shall be given to the President, all Board Members, and all members that are required to attend, by the Secretary or the person that is assigned this duty.

ARTICLE II – VOLUNTEER MEMBERSHIP

SECTION 1

Those volunteering to be a member of the Fire Department shall submit a written application, which will be furnished by the Fire Department. An individual will not be considered to be a member of the Fire Department until the Board or its designee approves his/her application. A member's tenure for purposes of longevity shall start on the day his/her application is approved by the Board or its designee.

Applicants for membership shall live within the Fire Department's district and shall live within the respective station area. Variances, as provided in Article VIII herein, on this may be granted on a case by case basis, in accordance with the Department's Policies and Procedures as approved by the Board of Directors.

If, for any reason, an applicant is not approved by the Board of Directors, the applicant shall have sixty (60) days after the Board's rejection of the applicant in which to present a written appeal to the Board. The Board shall hear the appeal no later than sixty (60) days from the date of the receipt of the appeal. Any applicant who has been denied membership by the Board of Directors shall not participate in any Fire Department activities pending a decision on his/her appeal.

SECTION 2

Membership in the Fire Department shall be comprised of various different membership classes, as defined by the Departmental Policies and Guidelines, and approved by the Board of Directors.

SECTION 3

Application of Ex-members of the Fire Department shall follow the same procedure as new applicants.

SECTION 4

Ex-members, Inactive Members, and Active Members on suspension, may consider their previous tenure when being considered for Service Awards or any retirement programs in force at that time. Previous active tenure shall be admissible in voting or prerequisite for officers' positions unless candidate has been an Inactive Member or an Ex-member for more than one (1) year.

SECTION 5

The membership status of the Fire Department shall be that of Active Members and Inactive Members.

Active Member

An active member of the Fire Department shall be an individual who has been admitted to membership and meets the active membership requirements of their respective class as defined by the Departmental Policies and Guidelines as approved by the Board of Directors.

Inactive Member

An Inactive Member is one who no longer meets the Active Member criteria based on Department Policy.

ARTICLE III - MEETINGS

SECTION 1. Order of Business

The following will serve as a guide for the order of business of regular Board meetings.

Roll Call
Public Comments
Approval of Previous Meeting's Minutes
Elections or Appointments
Reading of Communications
Report of Committees
Report of Fire Chief and Assistant Fire Chiefs
Treasurer's Report
Unfinished Business
New Business
Good and Welfare of the Department
Executive Session
Adjournment

All items to be discussed at Special Board Meetings shall be included in an agenda, which shall be presented with a notice, three (3) days prior to the meeting. The following will serve as a guide for the order of business of Special Board Meetings:

Roll Call
Reading of the Call
Special Business
Adjournment

*** Provision for "emergency" meeting--can be called with no notice or agenda posting ***

SECTION 2. Conducting Business

Only the President, Vice President, Board Directors, and if in attendance, the Chief of the Department, Assistant Fire Chiefs and Special Guests shall have the privilege of addressing and conducting business with the Board during any Board meeting. The Board may recognize and allow any individual to address the Board as necessary to conduct business. Motions, Seconding Motions, and Voting shall only be conducted by Board Directors. Any member may request permission to address the Board. The member shall submit a written request stating the specific subject to the President at least three (3) days prior to the Board meeting. The President shall present the request as appropriate during the Order of Business.

SECTION 3. Executive Session

Matters of discipline, or other business of extreme sensitivity, the discussion of which in an open meeting would be unwarranted or counterproductive, may be acted upon in Executive Session. Only the President, Vice President, Board Directors, if in attendance, and at the discretion of the Board, the Chief of the Department, Assistant Fire Chiefs, Special Guests, and any members called before the Board, shall be allowed to attend an Executive Session. Attendees are honor-bound and may be required to swear an oath not to divulge anything, which occurs or is discussed in Executive Session, with the exception of any formal statement the Board may adopt for distribution to the membership. Any member who knowingly

divulges such confidential information is subject to disciplinary action by the Board.

ARTICLE IV – OPERATIONS OFFICERS

SECTION 1

The Operations Officers of the Department shall consist of:

Chief of Department
Assistant Chiefs and other executive positions
Deputy Chiefs
District Chiefs
Station Captains
Station Lieutenants
Other positions as created by the Board of Directors.

SECTION 2. Operations officers:

Chief of the Department

The Chief of the Department shall be appointed, hired and /or contracted by the Board of Directors.

Appointed Officers

The prerequisites for the appointed Operations Officers and any other appointed officers of the Department shall be as set forth in the Policies and Procedures of the Department as approved by the Board of Directors.

Residence Requirements

The prerequisites for residence requirements shall be as set forth in the Policies and Procedures of the Department as approved by the Board of Directors.

SECTION 3. Election and Term of Office for the Operations Officers

Appointed Operation Officers

All appointed Operations Officers shall be appointed by the Chief of the Department and shall serve at the pleasure of the Chief of the Department.

SECTION 4. Operations Officers Duties

Chief of the Department

The Chief of the Department shall be in charge of all equipment, operations, personnel, and other duties as prescribed by the Board. In addition, the Chief of the Department shall be responsible for issuing and updating the Fire Department's Policies and Procedures with the approval of the Board.

Operations Officers

The duties and responsibilities of all the Operations Officers of the Department shall be as set forth in the Policies and Procedures of the Department as approved by the Board of Directors.

Staff Positions

Staff positions may consist of Fire Marshal, Assistant Fire Marshals, Training Officer(s), Maintenance Officer(s), Safety Officer(s), Staff Lieutenants, Dispatch Supervisor(s), Public Information/Education Officers, Communications Coordinator(s) and any other Board authorized position which is not directly related to the activity of providing firefighting, rescue and/or emergency medical services. All appointed staff positions shall be appointed by the Chief of the Department and shall serve at the pleasure of the Chief of the Department.

Prerequisites for the Chief of the Department, Operations Officers and Staff Positions shall be as defined in the Policies and Procedures of the Department as approved by the Board of Directors.

The duties, responsibilities, authority on emergency scenes, accountability and maximum authorized rank (if any) for each of the forgoing positions shall be as delineated in the Policies and Procedures of the Department as approved by the Board of Directors.

ARTICLE V - DISCIPLINARY ACTION OF VOLUNTEER MEMBERS

SECTION 1

Any member may be removed or terminated from the Fire Department by a secret ballot two-thirds (2/3) majority vote by the Board, for reasons of safety, or for the good of the Department. Any member shall, before being removed from the Department by the Board, have the privilege of a hearing before the Board, so that a fair and impartial ruling can be rendered.

SECTION 2

Any member can be suspended from duty, with cause, pursuant to department policy.

SECTION 3

Any member suspended from duty shall have the right to appeal to the Board in accordance with the Department's Policies and Procedures as approved by the Board of Directors. The ruling of the Board is final.

SECTION 4

Any member suspended from duty is forbidden to participate in any activities of the Fire Department.

SECTION 5

Any officer may be relieved of command, with cause, by the Fire Chief. The officer shall have the right to appeal to the Board in accordance with the Department's Policies and Procedures as approved by the Board of Directors.

SECTION 6

The Board President, Vice President and/or Board Director may be relieved of their duties for reasons of safety, physical disability or for the good of the Fire Department by a secret ballot two-thirds (2/3) majority vote of the Active Members voting on the issue. This voting process shall be initiated upon a secret ballot two-thirds (2/3)-majority vote of the Board, and shall take place no less than thirty (30) days from the date of the Board vote. The Chief may be relieved of his/her duties with (2/3) majority vote of the Board of Directors.

ARTICLE VI - DISBANDMENT

SECTION 1

The Fire Department shall not be disbanded except by a three-fourths (3/4) vote of the entire eligible voting membership of the department. Each member shall have been mailed a notice stating the intention to disband. This notice shall have been postmarked at least one (1) month prior to the date of the meeting at which the vote is to be taken.

SECTION 2

In the event of disbandment of the Fire Department, all Fire Department property, including both real and personal, shall be sold by the Board, and all income received from the sale of the assets after all debts, liens, and benefits are paid in full and/or fully funded, shall be delivered to recognized charitable organizations within the area.

ARTICLE VII - SPECIAL POSITIONS

SECTION 1

If the Board deems it necessary to hire or contract persons or businesses to maintain efficient service, said persons or businesses shall assume all such duties prescribed by the Board and shall be governed by these by-laws, and the Policies and Procedures of the Fire Department as approved by the Board.

ARTICLE VIII – VARIANCES

SECTION 1

Variances may be granted by a (2/3) majority vote of the elected Board of Directors in those extreme cases in which a variance to an Article of these Bylaws or established Department Policy and Procedure will provide exceptional benefit to the Department.

ARTICLE IX - VOTING ELIGIBILITY

SECTION 1

To be eligible to vote in any matter voted upon by the entire membership, the volunteer members must have met the current active membership policy for a minimum of the previous six (6) months prior to the

day of the election.

SECTION 2

The Board of Directors shall post a list of eligible voters in Fire Department matters at their station, thirty days prior to the vote.

SECTION 3

Voting

What constitutes a quorum

A quorum shall be a simple majority of members of a committee, Board, other duly recognized department group. A quorum shall be required for Board of Directors meetings. A quorum shall be required for any voting process to remove a station officer or Board Member from office. No other voting process shall require a quorum.

Majority vote

Unless otherwise specified, all votes shall be determined by a simple majority of members voting on the issue. Abstentions shall be marked "present", and shall not be counted as either a "yes" or "no", nor shall they be counted to determine a majority.

ARTICLE X - NON-PROFIT ORGANIZATION

SECTION 1

No person shall use the equipment, property or name of the Fire Department, for personal use, personal gain, or personal profit, unless in compliance with an established, Board approved, written policy to the same. Any person who violates this article may be subject to immediate suspension from the Fire Department.

ARTICLE XI - PROHIBITION OF ENGAGING IN POLITICS

SECTION 1

No political fundraisers shall be held on any fire department property. However, candidates may be invited to speak provided that an equal opportunity is provided to each party or candidate.

SECTION 2

No endorsement of any political candidate shall be made by the Fire Department. No endorsement of any legislative action shall be made by the Fire Department, except upon recommendation of the Board.

SECTION 3

The Fire Department property may be used for a public polling facility without discrimination.

ARTICLE XII - GOVERNING AUTHORITY

SECTION 1

The Powderly Volunteer Fire Department as an organization and its membership shall be guided and directed by the following in order of precedence:

The laws of the United States of America,
The laws of the great state of Texas,
All local laws,
The Bylaws of the Department,
The Policies and Procedures of the Department as approved by its Board of Directors,
ROBERT'S RULES OF ORDER; newly revised (latest edition).

ARTICLE XIII - AMENDMENTS

SECTION 1

The Powderly Volunteer Fire Department Board of Directors may amend these Bylaws at any time should the needs of the department require such change. All Amendments to the Bylaws shall be presented to the Board of Directors in writing, and shall be approved by both (1) a simple majority vote of the elected Board of Directors, and (2) a simple majority of the entire eligible voting membership of the department.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of the Corporation at its meeting held on this:

10th day of October, 2016

Billy Mike Smith
Sign

Billy Mike Smith
Print

Secretary for the Corporation