



# Austin Firefighters Relief and Outreach Fund Bylaws: January 2019

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## Article I Name and Location

- 1.01 **Name.** The name of this Corporation shall be **AUSTIN FIREFIGHTERS RELIEF AND OUTREACH FUND.**
- 1.02 **Principal Office.** The principal office shall be located at **7537 Cameron Rd., Austin Travis County, Texas.**
- 1.03 **Other Offices.** The Corporation may have such other offices for the transaction of business as the Board of Directors may determine from time to time.
- 1.04 **Registered Office and Registered Agent.** The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, identical with the principal office of the Corporation in the State of Texas, and the registered agent and the address of the registered office may be changed from time to time by the Board of Directors.

## Article II Purposes

- 2.01 **Purpose.** The objectives and purposes for which this Corporation is formed are those objectives and purposes as set forth in Article IV of the Articles of Incorporation of the Corporation.

## Article III Board of Directors

- 3.01 **General Powers.** The affairs of the Corporation shall be managed, controlled and administered by a Board of Directors. The Board of Directors shall be composed of up to nine (9) but no less than (7) persons, each of whom shall serve for a term of two (2) years and until his or her successor shall have been elected and qualified. Terms commence at the annual meeting coinciding with the Director's election or appointment. Elections shall be held annually at the Corporation's annual meeting. All Directors shall have equal voting rights, unless specifically provided for otherwise herein. The number of directors shall constitute the whole Board shall be fixed from time to time by resolution of a majority of the Board of Directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.



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### 3.02 Election, Resignation, and Removal.

**a. Nominations.** Annually, the Chair shall appoint a Nominating committee composed of members of the Board of Directors. The Nominating Committee shall prepare and submit to the Board of Directors the Nominations for membership to the Board of Directors upon which the Board will vote. At any meeting at which the election of a Director occurs, a Director may nominate a person with the second of any other Director. The Secretary shall include the names nominated by the Nominating Committee, and any report of the Nominating Committee, with the notice of the meeting at which the election occurs.

**b. Election of Directors.** A person who has been duly nominated may be elected as a Director. Directors shall be elected by the vote of the Board of Directors at the annual meeting of the board of Directors. Each Director shall hold office until a successor is elected and qualified. A Director may be elected to succeed himself or herself as Director.

**c. Resignation / Removal.** A director may resign at any time or may be removed, with or without cause, by a two-thirds vote of the entire Board of Directors at an annual, special, or regular meeting of the Board of Directors. Upon the death, removal, resignation or incapacity of any member of the Board of Directors, a majority of the remaining Directors, or the sole remaining Director if such is the case, may fill the vacancy. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office as determined by the Board of Directors.

**d. Austin Firefighters Association.** In odd numbered years, the Austin Firefighters Association (AFA) has the authority under these Bylaws to designate three (3) of the seven (7) persons to serve on the Board of Directors. With the designation increasing to four (4) when the Board increases to nine (9). The fact that other Directors may also be members of the AFA shall not be construed as diminishing the ability of the AFA to pick three directors. AFA's designees are not required to be AFA members. AFA's designees are automatically on the Board of Directors upon designation by AFA without further action by the Board of Directors. The first three Directors designated by AFA shall draw lots for two, one-year terms, and one, two-year term. Subsequently, Directors designated by the AFA shall have two-year terms. The President of the AFA shall be an *ex officio* member of the Board of Directors, and as such count towards the establishment of a quorum, and will have full voting rights.



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- 3.03 **Annual Meeting.** The Annual meeting of the Board of Directors shall be held in the month of January, at such time and place as the Board of Directors may determine.
- 3.04 **Regular Meetings.** The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for holding of regular meetings of the Board without other notice than the resolution.
- 3.05 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) or more Directors. The person or persons authorized to call special meetings of the board of Directors may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them. The person or persons calling a special meeting shall notify the Secretary of the information required to be included in the notice of the meeting. The Secretary shall give notice to the Directors as required in these Bylaws.
- 3.06 **Notice.** Notice of any special or annual meeting of the Board of Directors shall be given at least three (3) days prior thereto by written notice delivered personally, by facsimile transmission, sent by mail or email to each Director. If mailed, such notices for any annual, regular or special meeting of the Board of Directors shall be deemed to be delivered when deposited in the United States mail addressed to each director at his or her address as shown by the records of the corporation with postage thereon prepaid. If sent by facsimile transmission or email, such notices for any annual, regular or special meeting of the board of Directors shall be deemed to be delivered when successfully transmitted. Notice of any meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting 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 to be transacted at the meeting because the meeting is not lawfully called or convened.
- 3.07 **Quorum.** A quorum for the transactions of business at any annual, regular or special meeting of the Board of Directors shall consist of a majority of the members of the board of Directors then in office, and a majority of such quorum shall decide any question that may properly come before the meeting, except as is otherwise required by law or these Bylaws. If less than a quorum of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.



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- 3.08 **Manner of Acting.** The Board of Directors shall try to act by consensus. However, the act of a majority of Directors present at a meeting which a quorum is present shall be sufficient to constitute the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.
- 3.09 **Compensation.** The Directors shall serve without compensation, but may be reimbursed for reasonable expenses incurred when in the course of their duties as directors. There shall be no salary or fee paid for attendance at regular, special or other types of meetings. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore, unless otherwise preclude by law or these bylaws.
- 3.10 **Officers and Personnel.** In addition to the officers provided hereafter, the Board of Directors may create other offices and employ such other personnel as in its discretion it deems necessary to accomplish the purposes for which the Corporation was formed and to authorize the payment of such salaries as it deems necessary to the personnel and agents effectuating said corporate purposes.
- 3.11 **Informal Action by Directors, Telephonic Meetings.**
- a. **Action by Unanimous Written Consent.** 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 to be taken, shall be signed by all the Directors.
  - b. **Action Without a Meeting by Less Than Unanimous Written Consent.** Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a sufficient number of directors as would be necessary to take that action at a meeting at which all of the directors were present and voted.
  - c. **Telephone Meetings.** The Board of Directors may hold meetings by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of the meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a telephone conference-call meeting constitutes presence of that person at the meeting.
- 3.12 **Authority.** The Board of Directors shall have authority to conduct any and all business, and to decide any and all questions with regard to any and all matters arising from, connected with, or in any way related to the purposes of the



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Corporation as set out in the Corporation's Articles of Incorporation as they now exist or as they may be amended from time to time; provided, however, notwithstanding any language that might be deemed to be to the contrary herein, the Board of Directors shall have no authority to engage in any activity which may not be lawfully engaged in by the Corporation as a non-profit corporation under the Texas Non-Profit Corporation Act and as a 501(c)(3) exempt organization under the Internal Revenue Code law. Directors shall exercise ordinary business judgment in managing the affairs of the Corporation. In acting in their official capacity as Directors of the Corporation, Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Corporation and that are not unlawful.

- 3.13 **Residence.** Directors need not be residents of Texas.
- 3.14 **Committees.** The Board of Directors may designate committees which shall exercise the powers, have responsibilities, or perform duties authorized by the Directors not inconsistent with these Bylaws. A member of the Board of Directors shall chair each committee of the Corporation. In the event these Bylaws do not set forth the member to so chair a committee, the Board of Directors shall elect a member for such a committee.
- 3.15 **Chair.** The Chair will preside at all meetings of the Board of Directors and shall be an ex-officio member of all standing committees, unless otherwise provided by the Board of Directors of these bylaws. The Chair shall have the duty generally to supervise, direct or control the business and officers of the Corporation and shall exercise such supervisory powers as may be given him or her by the Board of Directors from time to time. The Vice Chair, if appointed, shall preside at meetings and conduct the business of the Corporation in the absence or disability of the Chair unless other provision is made by the Board of Directors.

### Article IV Officers

- 4.01 **Officers.** The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers as may be elected or appointed by the Directors including but not limited to one or more Vice Presidents (the number thereof to be determined by the Board of Directors). Any two or more offices may be held by the same person, except the offices of President and Secretary. Such officers shall have the authority and perform the duties as set forth in these bylaws and as



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authorized from time to time by the Board of Directors. The officers shall be elected by a majority vote of the Board of Directors present and voting at the annual meeting; provided, however, the first set of officers shall be elected by the Board of Directors at the organizational meeting held after the filing of the Articles of Incorporation and shall serve until the first election of officers by the Board of Directors pursuant to these Bylaws.

- 4.02 **Election and Term of Office.** The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office.
- a. **Nominating Committee.** Annually, the Chair of the Board of Directors shall appoint a Nominating Committee composed of two (2) members of the Board of Directors. The Nominating Committee shall prepare and submit to the Board of Directors at its annual meeting nominations for the offices to become vacant by virtue of the expiration of the term of the person holding office. The Secretary shall include the names nominated by the Nominating Committee, with the notice of the meeting at which the election occurs. The election of officers at the annual meeting shall be by vote of the majority of the Board of Directors present.
- 4.03 **Removal.** Any officer may be removed by a majority vote of the entire Board of Directors with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
- 4.04 **Vacancies.** A vacancy in any office because of death, resignation, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
- 4.05 **President.** The President who shall be a director shall preside at all meetings of the Board of Directors and shall serve as chairman of the Board of Directors, and shall have the general supervision over the affairs of the corporation and over the other officers. The President may sign with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, notes, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws by statute to some other officer or agent of the corporation; and in general he or she shall perform all duties incident to the office of President and



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such other duties as may be prescribed by the Board of Directors from time to time.

- 4.06 **Vice President.** Unless otherwise provided by the Board of Directors the Vice Presidents, if any, in the order of their seniority, shall in the absence of the President or in the event of the President's inability or refusal to act, perform the duties and have the authority of the President, and when so acting shall have all powers of and be subject to all the restrictions upon the President; provided, that if such Vice President is not a Director, he or she shall, when acting in the absence of the President or in the event of the President's inability or refusal to act, be an exofficio member of the Board of Directors but shall have no right to vote on any matter that comes before the Board of Directors for a vote. The Vice Presidents shall perform such other duties as from time to time may be assigned to any of them by the President or the Board of Directors.
- 4.07 **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; be the custodian of the minutes books and corporate records of the Corporation and shall be responsible for the accurate keeping of the minutes of meetings of the Directors; and give all notices in accordance with the provisions of these Bylaws or as required by law. The Secretary, in general, shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors.
- 4.08 **Treasurer.** If required by the board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may require. The Treasurer shall have the authority and responsibility for the safekeeping of the funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source what so ever; deposit all such monies in the name of the Corporation in such financial institutions, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; maintain the financial books and records of the Corporation; prepare financial reports at least annually; and in general perform all the duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

## Article V Elections



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- 5.01 **Elections of Directors.** The election of the Board of Directors shall be held during the annual meeting of the Board of Directors each year.
- 5.02 **Election of Officers.** The election of the officers shall be held during the annual meeting of the Board of Directors each year.
- 5.03 **Voting Rights.** Each Director shall have the right to cast one vote for each issue that comes before the Board of Directors for a vote.
- 5.04 **Voting Procedures.** All voting shall be determined by a majority of all the Directors present, unless otherwise required by law or by these Bylaws.

### Article VI Committees

- 6.01 **Committees.** In accordance with Section 3.13, the Board of Directors shall have the authority to establish such committees as it may deem advisable to assist it in the discharge of its duties, and as maybe otherwise appropriate from time to time.
- 6.02 **Committee Personnel.** The Board of Directors shall have the authority to appoint personnel to the various committees from outside the Board of Directors.
- 6.03 **Informal Action by Committees, Telephonic Meetings.**
- a. **Action by Unanimous Written Consent.** Any action required or permitted to be taken at a meeting of any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all the members of the committee.
  - b. **Action Without a Meeting by Less Than Unanimous Written Consent.** Any action required by law to be taken at a meeting of any committee, or any action that may be taken at a meeting of any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a sufficient number of committee members as would be necessary to taken that action at a meeting at which all of the members of the committee were present and voted.
  - c. **Telephone Meetings.** Any committee may hold meetings by telephone conference call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone





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conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a telephone conference call meeting constitutes presence of that person at the meeting.

## Article VII Corporate Property

- 7.01 **Deposits.** The funds of the Corporation shall be deposited in such banks, savings banks, or trust companies as the Board of Directors shall designate and shall be withdrawn only upon the check or order of the President, of the Treasurer or such other Officer designated by the Board of Directors, and such other officer as may be authorized by the Board of Directors from time to time, so long as such Officers are not the same person and are not related to one another by marriage or consanguinity within the third degree.
- 7.02 **Sale of Property.** Any sale or transfer of any property standing in the name of the Corporation shall be valid only if signed by the Corporation acting through any one (1) officer duly authorized to so act by a special vote of the Board of Directors, and any person, trust, firm, corporation, or other legal entity, whether private or public, shall be entitled to rely thereon so long as such sale or transfer is accompanied by a certificate of resolution of the Corporation signed by any two (2) officers of the Corporation, other than the officer signing any such sale or transfer instruments.
- 7.03 **Assets.** The Corporation shall have the right to receive, maintain and accept, as assets of the corporation, any property, whether real, personal or mixed, by way of contribution, gift, bequest, devise or purchase, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of the Articles of Incorporation; but no contribution, gift, bequest, devise or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such a manner as shall require the disposition of income or principal to any organization other than an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or which would jeopardize the Federal Income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code, as now in force or acts in amendment thereof or substitution therefor.



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- 7.04 **Disposition of Assets.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation as required by state law, distribute the assets of the Corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- 7.05 **Funds.** The Corporation may take and hold any contributions, gifts, donations, grants, devises or bequests which may be made in support of its purposes. All funds of the Corporation, whether from donation or otherwise, in excess of the expenditures necessary for the proper administration of such funds, shall be used exclusively for carrying on and promoting the purposes for which the Corporation is formed as set forth in the Articles of Incorporation.

### Article VIII Prohibitions

- 8.01 **Net Earnings.** No officer of the corporation shall be compensated in any manner for duties performed or services rendered to the Corporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, directors, officers, or other private persons.
- 8.02 **Legislative or Political Activities.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 8.03 **Loan to Directors.** No loans shall be made by the Corporation to the Directors.
- 8.04 **Further Prohibitions.** Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or



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(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

## Article IX Amendments

- 9.01 **Amendments.** The Board of Directors may alter, amend or repeal the Corporation's Bylaws, or adopt new bylaws, from time to time.

## Article X Miscellaneous

- 10.01 **Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act, the Articles of Incorporation or the Bylaws of the Corporation, 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.
- 10.02 **Books and Records.** The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records may be inspected by any director or officer or his or her agent or attorney for any proper purpose at any reasonable time. The books shall be kept on the cash receipts and disbursements method of accounting, and they shall be closed and balanced at the end of each fiscal year.
- 10.03 **Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.
- 10.04 **Seal.** The Board of Directors may provide a Corporate seal, which shall be in the form of a circle and shall be inscribed thereon the name of the corporation.
- 10.05 **Indemnification.** Directors, officers, employees and agents of the corporation shall be indemnified and held harmless by the Corporation to the maximum extent permitted by Article 1396-2.22A of the Texas Non-Profit Corporation Article for any and all acts done or performed on behalf of the corporation if it is determined that each person:
- a. conducted himself or herself in good faith
  - b. reasonably believed:



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(i) In the case of conduct in his official capacity as a Director of the Corporation that his or her conduct was in the Corporation's best interests:  
and

(ii) In all other cases that his or her conduct was at least not opposed to the Corporation's best interests; and

c. In the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

The Corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee, or agent of the corporation against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, to the maximum extent permitted by law.

**10.06 Governing Law.** These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**10.07 Legal Construction.** If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.

ADOPTED the 16<sup>th</sup> day of January 2019