

# **BY-LAWS OF THE TEXAS ASSOCIATION OF EMERGENCY VEHICLE TECHNICIANS**

(Amended By Membership Vote April 23, 2005)

## **Section I: Name/Purpose**

The name of the association is the Texas Association of Emergency Vehicle Technicians and is hereby established to operate as a 501 (c) (3) tax exempt organization under the Internal Revenue Code and the said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In fulfilling our organizational goals, no part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization, contributions to which are deductible under section 170 (c) (2) of the internal revenue code, or corresponding section of any other future tax code.

The organizational mission and goals include:

1. To promote growth and professionalism within emergency vehicle technicians by providing educational training courses and events that support recognized safety standards and the latest technologies in the industry.
2. To support the emergency vehicle technician certification process by scheduling additional test sessions for the Emergency Vehicle Technician Certification Commission in conjunction with regularly scheduled, complimentary test preparation courses.
3. To foster peer networking, leadership and other professional development opportunities for emergency vehicle technicians.
4. To produce or provide publications, educational materials, and courses designed to meet the special training needs of emergency vehicle technicians and any individual who desires to learn more about emergency equipment design, engineering, performance, maintenance and repair.

## **Section II: Membership**

1. Admission to Membership: Application for membership shall be made in the manner prescribed by the Board of Directors. Membership records shall be kept in a format established by the Board.
2. Membership Dues: Dues for each category of membership shall be determined from time to time by the Board of Directors of the Association.
3. Membership Period: Membership period in the Association shall be twelve (12) months commencing October 1. Notice for renewal shall be sent to all members at least thirty (30) days before the new membership year begins (by September 1). Membership, upon payment of the appropriate dues, shall continue from year to year unless cancelled by the member. Any member dropped from the rolls of the Association for non-payment of dues may re-apply and must submit all dues owed at the time of the resignation together with an application. A member who wishes to discontinue membership must make such notification within thirty (30) days of the new membership cycle.
4. Rescission of Membership: The Board of Directors may, after a fair hearing and by a two-thirds (2/3) affirmative vote, rescind any membership for any reason deemed by the Board not to be in the best interest of the Association.
5. Member Rights: All active members in good standing shall have the right to vote or to hold office in the Association. In order to be in good standing, all dues must be paid in full.

## **Section III: Officers**

1. Election and Qualifications: The membership of the Association shall elect from its membership in good standing a President, Vice-President, and a Secretary/Treasurer, during the annual meeting. All officers shall serve on the Board of Directors and shall be voting members of the Association.
2. Terms: The term of Office shall be one (1) year commencing Oct. 1. At the conclusion of term, each officer shall relinquish all appropriate records to the incoming officer.

## **Section IV: Board of Directors**

1. Responsibility: The Board of Directors, except as otherwise provided in the Articles of Incorporation or as required by law, shall have general charge of the affairs of the Association, shall establish policy for carrying out the business of the Association, and shall conduct those affairs through such committee or committees as shall from time to time be formed pursuant to the By-Laws of the Association.
2. Size: The Board of Directors shall consist of five (5) members. Those appointed by vote of the membership shall be the President, Vice-President, Secretary/Treasurer, additionally 2 general members will be appointed by the elected board members.

3. Meetings: The Board of Directors shall meet at least once each year for an annual meeting at a time and place determined by the President and approved by a two-thirds (2/3) affirmative vote of the Board of Directors. Three (3) members of the Board of Directors shall constitute a quorum for the transaction of business. An affirmative vote of a majority shall be required for a vote or resolution to carry at any meeting of the Board.
4. Special Meetings: The President shall have the right to call special meetings of the Board of Directors, with thirty (30) days written notification to all members of the Board, stating the purpose and agenda of the meeting.
5. Attendance At Meeting: Failure to attend (3) consecutive meetings may constitute cause for removal from the Board of the Association. Any removal of a Board member must be decided by a two-thirds (2/3) affirmative vote of the Board.
6. Vacancies: In the event of a vacancy occurring on the Board of Directors, the President, with approval of the majority of the Board, shall appoint a voting member to complete the term of office. Such appointment shall be made from the same region and shall continue through the remaining term of the individual being replaced.
7. Charge for Removal: Any one or more of the Directors may be removed or suspended, either with or without cause at any time, by a vote of two-thirds (2/3) of the members present at any special meeting called for that purpose, a quorum being present. The process of any charge for removal or suspension shall follow the Association policy as established by the Board of Directors.

### **Section V: Meetings**

1. Annual Meeting: An Annual Meeting of the Association shall be held at a time and place determined by the Board of Directors. The purpose of the meeting shall be to hear the reports of Officers, Directors, and Committees and to conduct Association business with the membership.
2. Presiding Officer: Meeting shall be presided over by the President, or if he/she is not present, by the Vice-President. If neither the President nor Vice-President is present, a presiding Chairman is to be chosen at the meeting.
3. Notices: The President or Secretary shall notify all members in writing of the date and location of the Annual Meeting of the Association not less than ninety (90) days prior to the scheduled meeting.
4. Special Meeting:
  - A. A majority of the Board may call a special meeting of the membership upon thirty (30) days written notification to the membership of the Association.
  - B. The President may call a special meeting of the Board of Directors or Executive Board upon thirty (30) days written notification to the Board of Directors of the Association.

- C. Ten percent (10%) of the voting members of the Association may direct the President to call a special meeting upon thirty (30) days written notification to the membership of the Association.
5. Order of Business: The order of business for any and all meetings of the Association, including the Board of Directors, Executive Board, and Committee meetings, shall be:
- A. Call to Order
  - B. Adoption of Agenda
  - C. Review of Prior Meeting Minutes
  - D. Secretary/Treasurer Report
  - E. Committee Reports
  - F. Old Business
  - G. New Business
6. Voting: Only Active members in good standing prior to the opening of a meeting or the issuance of a ballot shall have the right to vote. Unless otherwise specified in these By-Laws, simple majority vote shall rule.
7. Proxy Voting: No proxy votes, written or otherwise, shall be allowed or accepted at any meeting of the Association, the Board of Directors, the Executive Board, or Committees.
8. Quorum: A quorum of the conduct of business of the Association shall be:
- A. Ten percent (10%) voting members for the Annual or special meetings of the membership.
  - B. Three (3) Board members for Board of Directors meetings.

## **Section VI: Committees**

Standing Committees: The following Committees shall be established as Standing Committees to assist in carrying out the business and objectives of the Association. The Chairmen of said Committees shall report to the membership at the Annual Meeting of the Association.

A. Finance Committee: The Finance Committee shall consist of three (3) voting members of the Board of Directors. The chairman shall be appointed by the President. The committee shall serve as an advisory body to the Executive Board and the Board of Directors regarding matters of budget and financial planning.

B. Nominating and Elections Committee: The Nominations and Elections Committee shall consist of five (5) members: three (3) members of elected by the association members at the Annual Meeting and two (2) members appointed by the Board of Directors within ninety (90) days after the installations of the officers.

C. Constitution and By-Law Revision Committee: The Committee shall have the responsibility of reviewing proposed changes to the Articles of Incorporation or By-Laws, and shall make recommendations to the Board of Directors. The Committee may, from time to time, develop and submit proposed changes to said documents.

D. Membership Committee: The Membership Committee shall have the responsibility of developing and administering membership recruitment programs.

E. Legislative Committee: The Legislative Committee shall have the responsibility of monitoring and informing the membership of Legislative activities that relate to them and the Association.

F. Other: Additional Standing Committees may be established by the President.

G. Special Interest Committees: Special Interest committees may be established by the President through the Board of Directors for the purpose of providing a forum for members with a common and /or specific interest, to discuss or to examine issues relative to said interest. The Chairman of said Committee(s) shall be appointed by the President. Meetings shall be held in conjunction with the Association meetings and shall be open to all interested members.

Notice of Charge: All committees shall receive from the President, with the concurrence of the Board and at the time of appointment, a charge of their duties and responsibilities with the exception of those Committees established and duties identified in these By-Laws.

## **Section VII: Elections**

1. Eligibility: To be eligible for nomination as an Officer or Director, the nominee shall be a member in good standing of the Association.

2. Process: The Nominations and Elections Committee shall seek out and report to the membership through the Board of Directors at least sixty (60) days prior to the annual Meeting, a list of at least one (1) nominee for each of the offices becoming vacant and for and for three (3) members of the Nominations and Elections Committee to be elected by the voting membership. The Committee shall accept, for addition to the ballot, petitions of nomination signed by ten (10) voting members of the Association. Said petitions shall be submitted to all voting members ninety (90) days prior to the Annual Meeting.

3. Floor Nominations: Floor nominations shall be accepted in accordance with Robert's Rules of Order. The individual being nominated from the floor must be present or the nominator must possess a letter of acceptance from the nominee.

4. Notification: Election results will be announced at the Annual Meeting and the general membership shall be notified either by US Mail or via the Association's official website within thirty (30) days after the close of the Annual Meeting.

### **Section VIII: Budget**

1. Fiscal Year: The fiscal year of the Association shall be October 1 through September 30.
2. Policies and Procedures: Financial policies and procedures shall be established by the Board of Directors.
3. Payments: All payments shall be made in accordance with the Financial Policies and Procedures.

### **Section IX: Indemnification**

The Association shall have the authority to indemnify and hold harmless to the full extent permitted by law, and to purchase and maintain liability insurance on behalf of any person who serves or has served as a Director, Officer, employee or authorized agent of the Association.

### **Section X: Amendments**

Any proposed changes to the By-Laws must be presented in writing to the By-Laws Revisions Committee of the Association with documentation not later than ninety (90) days prior to the Annual Meeting. After review and recommendations, the By-Laws Revisions Committee shall submit proposed changes to the membership in writing not less than thirty (30) days prior to the Annual Meeting.

### **Section XI: Dissolving the Association**

The Association can be dissolved by a two-thirds (2/3) affirmative vote of all voting members. In such case, upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenues Code, or corresponding section of any federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.