

BYLAWS OF THE HARRIS COUNTY CITIZENS CORPS COUNCIL

ARTICLE I: NAME

The organization shall be known as The Harris County Citizen Corps Council

ARTICLE II: OFFICES

Section 2.01 Principal Office

The principal office of the organization in the State of Texas shall be located in the City of Houston, County of Harris. It will be housed at TranStar, 6922 Old Katy Road, Houston, TX 77024. The organization may have such other offices within the State of Texas as the Board of Directors may determine or as the affairs of the organization may require from time to time.

Section 2.02 Registered Office and Registered Agent

The organization shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office may be, but need not be, identical with the principal office of the organization in the State of Texas. The address of the registered office may be change from time to time by the Board of Directors.

ARTICLE III: Purpose

Section 3.01 Nonprofit purpose

The organization is organized exclusively for charitable and educational purposes including that of making Harris County and the surrounding area communities safer, stronger and better prepared for threats of terrorism and disasters of all through service and volunteerism that focuses on emergency preparedness and public safety.

The organization does not contemplate pecuniary gain or profit and is organized for nonprofit purposes, notwithstanding any other interpretations, "nonprofit purposes" shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

The Council shall implement its purpose by coordinating Citizens Corps programs including, but not limited to:

- The Community Emergency Response Team (CERT) Program
- The Medical Reserve Corps Program
- The Neighborhood Watch Program
- The Volunteers in Police Service (VIPS) Program

In addition to providing avenues for volunteers to participate in any of the fore core programs that are active locally or with local community service organizations, the organization shall take a proactive pre-disaster role in coordinating local community service organizations/ disaster response services.

Section 3.03 Ethical Principles

The organization will establish and honor a code of ethical behavior and practices that demonstrates the highest standards of integrity, truthfulness, honesty and fortitude in all its undertakings.

Section 3.04 Private Inurement

No part of the net earnings of the organization shall inure to the benefit of any director of the corporation, officer of the organization, or any private individual. No director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the organization. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3.05 Conflict of Interest

Conflict of Interest Defined: for purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest.

Outside Interests

- (1) A contract or Transaction between the organization and a Responsible Person or Family Member
- (2) A Contract or Transaction between the organization and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, director, personal representative, receiver, guardian, custodian, conservator or other legal representative

Outside Activities

- (1) A Responsible Person competing with the organization in the rendering of services or in any other contract or transaction with a third party
- (2) A Responsible Person/s having a Material Financial Interest in, or serving as a director, officer, employee, agent, partner, associate director, personal representative, receiver, guardian, custodian, conservator or other legal representative of, or consultant, to an entity or individual that competes with the organization in the provision of services or in any other Contract or Transaction with a third party.

Gifts, Gratuities and Entertainment: A Responsible Person accepting gifts, entertainment or other favors from any individual or entity that:

- (1) Does, or is seeking to do, business with, or is a competitor of the organization; or
- (2) Has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments for the organization; or

- (3) Is a charitable organization operating in the United States of America, under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the organization

Definitions

- (1) A "Conflict of Interest" is any circumstance described in Part I of this Policy/
- (2) "A "responsible Person" is any person serving as an officer, employee or member of the Board of Directors of the organization.
- (3) A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister or spouse of a brother or sister, of a Responsible Person.
- (4) A "Material Financial Interest" ion an entity is a financial interest of any kind which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family's judgment with respect to transaction to which the entity is a party.
- (5) A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by the organization. The making of a gift to the organization is not a Contract or transaction.

Procedures

- (1) Prior to a board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
- (2) A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- (3) A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- (4) A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for the purpose of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room where the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

For purposes of this paragraph, a member of the Board of Directors of the NONPROFIT ORGANIZATION has a Conflict of Interest when he or she stands for the election as an officer or for re-election as a member of the Board of Directors.

- (5) Responsible Persons who are not members of the Board of Directors of the organization or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to the Chair or the Chair's designee, any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect the organization's participation in such Contract or Transaction

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

Confidentiality

Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of the organization. Furthermore, a Responsible Person shall not disclose or use information relating to the business of the organization for the personal profit or advantage of the Responsible Person or Family Member.

Review of Policy

- (1) Each new Responsible Person shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.
- (2) Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions or circumstances might include service as a Director or as a Consultant to a Nonprofit Corporation; or ownership of a business that might provide goods or services to the organization

Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Chair, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

- (3) This policy shall be reviewed annually by each member of the Board of Directors. Any changes in the policy shall be communicated immediately to all Responsible Persons.

Section 3.06 Dissolution

Upon dissolution of the organization or the winding up of its affairs, the assets of the organization shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV: Members

The members of this organization are defined as and limited to those organizations whose purposes and functions support the Council mission of making Harris and surrounding counties safer, stronger and better prepared through service and volunteerism that focuses on emergency preparedness and public safety.

Members of the organization have no vote but are represented by their representatives on the Board of Directors who shall retain all voting right and privileges.

ARTICLE V: Board of Directors

Section 5.01: General Powers:

The affairs of the organization shall be managed by its Board of Directors. Directors must be residents of Harris County, Texas.

Section 5.02 Number, Tenure and Qualifications

The number of Directors shall be not less than three (3) nor more than twenty three (23).

The County Judge of Harris County will serve as the Chair of this organization and be the only permanent member.

Directors shall serve two (2) year terms. Approximately one-half of the Directors' terms shall expire annually. A Director shall serve until his or her successor shall be elected and qualified, unless otherwise determined by the Board of Directors. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

Individual directors shall be designated by each of the constituent entities comprising the organization, including but not limited to:

County Judge, Harris County

Mayor, City of Houston

Council Member, Harris County Mayors' and Councils' Association

Sheriff, Harris County

Chief of Police, City of Houston Police Department

Fire Marshal, Harris County

Fire Chief, City of Houston Fire Department
Director of Public Affairs, Port of Houston
Chair & CEO, Texas Medical Center
Chair & CEO, Greater Houston Partnership
Superintendent, Houston Independent School District
Site Manager, Houston Operations, East Harris County Manufacturers Association
Chairman, American Red Cross
Chair, United Way of the Texas Gulf Coast
Chief Executive Officer, Volunteer Houston
Area Commander, Salvation Army
Reverend, Pleasant Grove Missionary Baptist Church
Director, Harris County Community Access Collaborative

Section 5.03 Election

Directors shall be elected by a majority vote of the current members of the Board of Directors.

Section 5.04 Resignation

Any Director may resign by giving written notice to the Chair. The resignation shall be effective at the next regular meeting of the Board of Directors.

Section 5.50 Removal

Any Director may be removed with or without cause by a majority of the remaining Directors.

Section 5.06 Vacancies

Any vacancies shall be filled by the affirmative vote of a majority of the remaining Directors. The new Director shall serve the remainder of the unexpired term. However, vacancies need not be filled unless such a vacancy would result in fewer than three directors remaining on the board.

Section 5.07 Compensation

Directors shall not receive compensation for their services as Directors.

ARTICLE VI: Advisory Bodies

The organization does not have an Advisory Board. It may, from time to time, establish task forces focused on specific issues to serve in an advisory capacity; such task forces shall be disbanded once their purpose has been fulfilled.

ARTICLE VII: Meetings of the Board

Section 7.01 Place of Meetings

The Board of Directors shall hold its meetings, both regular and special, within the state of Texas.

Section 7.02

The Board will conduct a minimum of two meetings annually, to be held at such times and places as may be determined by resolution of the Board.

Section 7.03 Special Meetings

Special meetings of the Board may be called by or at the request of the Chair or one-third of the Directors. The place and time of the meeting shall be determined by the person or persons calling the meeting.

Section 7.04 Annual Meeting

Beginning with the year 2004, an annual meeting of the Board of Directors shall be held in May, at which time the Board and Officers shall be chosen. The date, time and place of this meeting will be determined by the Board of Directors.

Section 7.05 Notice

Notice of the time and place of regular meetings shall be given ten (10) days in advance, either written or in person. Notice of special meetings giving the time, place and purpose of the meeting shall be given two (2) days in advance in writing. Attendance at the meeting shall constitute waiver of notice except where a Director attends the meeting with the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.06 Quorum

A majority of the Directors then in office, though not less than three (3) shall constitute a quorum for the purpose of transacting any business of the Corporation.

Section 7.07 Meetings Using Electronic Media

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 that Board or Committee, respectively, by means of conference telephone or similar communication equipment, provided that all persons participating in such a meeting shall constitute presence in person at such meeting, except when 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 created.

Section 7.07 Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 7.09 Proxy Voting

From time to time, when circumstances preclude attendance at or participation in the business of the Board of Directors, an individual director may assign his/her board responsibilities to a designee who is charged with unlimited decision-making capabilities on behalf of that director insofar as the Council is concerned. The designee will be empowered to fully represent the director for the purposes of Board discussion, management, voting and similar actions. The Director must inform the Board via email or other print medium, of his inability to be present, and must formally identify the designee by name so that records of such meetings may accurately reflect this assignment.

Informal Action by Directors

An action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors.

ARTICLE VIII: Officers

Section 8.01 Number and Qualification

The officers of the organization shall consist of a Chair, a Vice Chair, a Secretary and a Treasurer. No more than one office may be held by the same person.

Section 8.02 Election and Term of Office

The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting immediately following the election of Directors. Terms of office are one (1) year. Each officer shall hold office until his or her successor shall have been duly elected and qualified.

Section 8.03 Removal

Any officer of the Corporation may be removed by a vote of the majority of the Board of Directors then in office.

Section 8.04 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.

Section 8.05 Chair

The Chair shall supervise and conduct the activities and the operations of the Corporation. He or she shall preside at all meetings and shall keep the Board fully informed concerning the activities of the Corporation. He or she may sign in the name of the Corporation, all contracts and documents authorized either generally or specifically

by the Board. He or she shall have the authority to establish committees and to appoint members to serve on such committees.

Section 8.07 Vice Chair

The Vice Chair shall have such power and duties delegated to him or her by the Chair or the Board of Directors. He or she shall assume, in the absence of the Chair, the duties of the Chair.

Section 8.07 Secretary

The Secretary shall act as Secretary of all meetings of the Board of Directors and shall keep the minutes of all such meetings. He or she shall attend to the giving and serving of all notices of the Corporation. He or she shall perform all duties customarily incident to the office of Secretary, subject to the control of the Board.

Section 8.08 Treasurer

The Treasurer shall have custody of all funds of the Corporation which may come into his or her hands. He or she shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable effects of the Corporation in such banks or depositories as the Board of Directors may designate. He or she shall perform all duties incident to the office of Treasurer.

ARTICLE IX: Committees

Section 9.01 Appointment

The Chair of the Board shall appoint members of committees established by the Board of Directors. These committees shall perform such functions and make such reports as the Chair of the Board of Directors shall determine. Committee members need not be a member of the Board of Directors.

Section 9.02 Committees of Directors

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more persons, a majority of whom are directors, which committees, to the extent provided in said resolution, shall have and exercise the authority in the management of the Corporation of the Board of Directors. However, no such committees shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws, electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation, adopting a plan of merger; or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage or all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation; or revoking proceedings therefore; adopting a plan of the distribution of the assets of the Corporation, or amending, altering or repealing any resolution to the Board of Directors, which, by its term, provides that it shall not be amended, altered or repealed by such committee. The

designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him/her by law.

Section 9.03 Executive Committee

The Board of Directors, may from among its members, appoint an Executive Committee consisting of the officers and any additional members as deemed necessary by the Board to serve at the pleasure of the Board. The Chair, unless absent or otherwise unable to do so, shall preside as the chairperson of the Executive Committee. The Committee shall meet at the call of the Chair of the Board of Directors, or any two (2) members of the Committee, and shall have and may exercise when the Board of Directors is not in session, the power to perform all duties of every kind and character, not required by law, or the charter of the Corporation, to be performed solely by the Board of Directors. The Executive Committee shall have the authority to make rules for the holding and conduct of its meetings, keep records thereof and regularly report its actions to the Board. A majority of the members of the Committee in office shall be sufficient to constitute a quorum at any meeting of the Committee, an all action taken at such a meeting shall be by a majority of those present. All acts performed by the Executive Committee in the exercise of its aforesaid authority shall be deemed to be, and may be certified as, acts performed under the authority of the Board of Directors. Vacancies in the Executive Committee shall be filled by appointment by the Board of Directors. All actions of the Executive Committee shall be recorded in writing in a minutes book kept for that purpose and a report of all action shall be made to the Board of Directors at its next meeting. The minutes of the Board of Directors shall reflect that such a report was made, along with any action taken by the Board of Directors with respect thereto.

Section 9.04 Nominating Committee

The Chair shall appoint a Nominating Committee comprised of members of the Board of Directors. The immediate past Chair of the Board shall chair the Nominating Committee unless unavailable, in which case, the Chair shall be appointed by the current Chair.

Section 9.05 Other Committees

Others committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the Chair of the Corporation shall appoint the members of each such committee. Any member thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the Corporation shall be served by such removal. Members of such committee or committees need not be Directors.

Section 9.06 Terms of Office

Each member of a committee shall continue as such until the next annual meeting of the members of the Board of Directors and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 9.07 Chairman

One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 9.08 Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 9.09 Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9.10 Rules

Each committee may adopt rules for its government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 9.11 Committee Dissolution

The Board of Directors may, in its sole discretion, dissolve any committee with or without cause. Except for the Executive Committee, such dissolution shall require approval by a majority of the Board of Directors. The Executive Committee shall only be dissolved by the approval of sixty-six (66) percent or more of all members of the Board of Directors.

ARTICLE X: GENERAL PROVISIONS

Section 10.01 Contracts

The Board of Directors may authorize any officer or officers to enter into any contract on behalf of the corporation. Such authority must be in writing.

Section 10.02 Checks, Drafts, Etc.

All checks, drafts and other orders for the payment of money shall be signed by such officers as the Board of Directors may designate. Checks over the amount of \$1,000 shall require the signature of two authorized officers..

Section 10.03 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes of for any special purpose of the Corporation. They may not accept such gifts on their own behalf or for their persona benefit.

Section 10.04 Books

There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation, including a minutes book which shall

contain a copy of the Articles of Incorporation, the Bylaws and all minutes of all the meetings of the Board of Directors. The Corporation shall also keep copies of the organization's IRS information returns (Form 990) and minutes of the proceedings of any committees having the authority of the Board of Directors. All books and records of the organization may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time.

Section 10.05 Fiscal Year

The fiscal year shall begin January 1 and shall end December 31.

Section 10.06 Electronic Interaction – Council Web Site

The Harris County Citizen Corps Council will maintain a web site designed to assist and inform citizens about volunteer opportunities that follow the parameters of the Council's mission statement and purpose. The web site will also allow citizens to enter data regarding individual volunteer time.

The Council has established Council Web Site Guidelines that will direct use of the site. All member organizations will be required to acknowledge acceptance of these Guidelines in order to participate in its use and benefits.

Section 10.07 Amendments

A majority of the Board of Directors may amend the Bylaws at any regular or special meeting. Written notice must be given that the Bylaws may be amended.

ARTICLE XI: WAIVER OF NOTICES

Section 11.01 Waiver of Notice

Whenever any notice is required to be given under the provisions of the Articles of Incorporation or the Bylaws of the Organization, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

CERTIFICATION

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the Bylaws of the Harris County Citizens Corps, a Texas nonprofit corporation, in effect on the date hereof.