

AMENDED BY-LAWS OF THE
PONDEROSA VOLUNTEER FIRE ASSOCIATION, INC.

These Amended By-laws of the Ponderosa Volunteer Fire Association, Inc. were duly and properly adopted on the 11th Day of December 2013, at the regular meeting of the members of the Ponderosa Volunteer Fire Association, Inc. pursuant of the provisions of Article XIV of the Association voting at said voting for approval, with a quorum of said members being certified as being present. Said amended By-laws of the Ponderosa Volunteer Fire Association, Inc. replace and supersede in their entirety the By-laws of said Association previously adopted and enacted on 11th day of October, 2011. Said amended By-laws shall be effective as of the 11th Day of December 2013, immediately at the conclusion of the meeting of the members, and shall read and be as follows:

ARTICLE I

NAME AND LOCATION

The name of the Corporation is PONDEROSA VOLUNTEER FIRE ASSOCIATION, INC., hereinafter referred to as the "Association". PONDEROSA VOLUNTEER FIRE ASSOCIATION, INC. is and shall remain a Texas Non-Profit Corporation, pursuant to the provisions of the Texas Non-Profit Corporation Act. The principal office of the Corporation shall be located at 17061 Rolling Creek Drive, Houston, Texas 77090, in Harris County, Texas, but meetings of members and directors may be held at such places within the State of Texas, county of Harris, as may be designated by the Board of Directors. The Association may have such other offices, either in Harris County, Texas, or elsewhere, as the Board of Directors may, in its discretion, so determine. The Board of Directors may, in its discretion, change the location of the principal office of the Association. The Board of Directors may also change the registered office and registered agent of the Association, pursuant to the provision of the Texas Non-Profit Corporation Act.

ARTICLE II

PURPOSES

The purposes for which the Ponderosa Volunteer fire Association, Incorporated (“the Association”) are formed:

- A. To engage in the activities of organizing, operating, governing and maintaining a combination fire department to be known as the Ponderosa Volunteer Fire Department hereinafter referred to as (“the Fire Department”) within the corporation as a charitable, beneficial, patriotic, civic, educational, social, fraternal and aesthetic association of its members.
- B. To aid, promote and provide for the establishment of systems and facilities for the preservation of life and the protection of property from or during fires or other emergencies that may occur from time to time within the Association’s prescribed boundary lines as those boundary lines are outlined as the boundaries of Emergency Services District #28 and to assist similar organizations in neighboring communities upon their request. The PVFA may extend its operational boundaries by contract or other means as necessary.
- C. To consider, manage and/or operate other entities as agreed upon to support the purposes listed above.

ARTICLE III

MEMBERSHIP

- A. Association Membership — shall be composed of all persons who are eighteen years of age or older, and either; (A) reside within the district, or (B) volunteer and qualify as a firefighter member, or (C) full time employees as described in Section II of the Ponderosa Fire Department Organizational Guidelines shall be considered voting members.
- B. Voting Rights — to be eligible to vote on any matter submitted to a vote of the membership, the person must be a member, as defined above. Except as hereinafter expressly provided any member of the Association eligible to vote on any matter submitted to a vote of the membership shall be eligible for election to the Board of Directors.

ARTICLE IV

MEETINGS

- A. Association Meetings

Annual Meeting – The Association shall operate on a calendar year basis and the annual meeting will be held in March of each year at the time and place as indicated in notice of public meeting. Said meeting will be held for the purpose of election of

officers, presentation of the annual financial report, Fire Chief's report and Fire Marshal's report as provided County Commissioners Court and any other business that may be brought before the members.

Special Meetings – Special meetings may be called when deemed necessary by a majority of the members of the Board of Directors or by written request of twenty-five (25) voting members, providing that the purpose of the called meeting is stated on the notice of meeting and only such business as stated shall be transacted. Public notice shall be posted not less than ten (10) days prior to such special meetings.

Quorum – A quorum for the purpose of the annual and/or special Association meetings shall consist of those members of the Association answering the call for said meeting. Election of Officers of the Association and/or votes on other matters brought before the Association at the annual or special meeting shall require a simple majority of those members in attendance at said annual and/or special meeting to elect and/or to approve or disapprove such matters.

Board of Directors –

1. The Board of Directors shall manage the business of the Association and shall have, and may exercise, all of the powers of the Association, except those that are reserved to, or may be conferred upon, the members of the Association.
2. Regular meetings of the Board of Directors shall be held each month at a time and place as posted.
3. A quorum is required at all regular and special meetings of the Board of Directors, and shall consist of a simply majority.
4. Absence of any member of the Board of Directors from three (3) consecutive regular board meetings without cause or notification of another member of the board shall be cause for removal by a majority vote from the Board.
5. All questions not covered by the Articles of Incorporation and the By-laws shall be governed by Roberts Rules of Order, Revised.
6. All Association meetings shall be in accordance with the Open Meetings and Public Records Act of Texas.

ARTICLE V

BOARD OF DIRECTORS

- A. The Board of Directors shall be considered as the Board of Directors of the Association and shall consist of seven positions. Positions 1 through 5 are elected by the public. Position 6 is the fire chief (non-voting member as stated in Section F). Position 7 is elected by the Fire Department as stated in Section E. Positions 1, 3, and 5 will be elected in odd years. Positions 2 and 4 will be elected in even years. A list will be maintained to serve the purpose of identifying the respective Board members' election dates.

- B. The current Board will elect each Board member's office annually following the Annual Board meeting or within 30 days. The officers of the Board of Director consist of:
- President
 - First Vice-President
 - Second Vice-President
 - Third Vice-President
 - Secretary
 - Treasurer
 - Fire Chief
- C. The Board of Directors shall be members of the Association, and will not be members of the Fire Department, with the exception of the Fire Chief and the 3rd Vice-President.
- D. The Board of Directors may allow an existing Board Member to retain the respective position if the Board Member moves out of district. A majority vote of the Board of Directors will allow the individual to maintain the position and potentially retain the position in the regular election cycle.
- E. The Third Vice-President shall be elected by the eligible members of the Fire Department annually as per the FD Organizational Guidelines.
- F. The Fire Chief will be an appointed employee of the PVFA Board of Directors and will be a non-voting PVFA Board of Directors member.
- G. The Board of Directors, with the exception of the Third Vice-President and Fire Chief shall be elected at the annual meeting of the Association, to be held annually in March.
- H. Terms of all Board members of the Association, except for the Fire Chief and the Third Vice-president, shall be for two (2) years, or until they are replaced, with newly elected members assuming those offices of April 1, of each year.

ARTICLE VI

DUTIES OF OFFICERS

It shall be the duties of the Board of Directors to conduct the activities of the association as set forth in Article I of the By-laws. Failure of any Board member to so perform may be evidence for disqualification as a Board member and shall be subject to removal from office by a majority vote of the Board of Directors.

In matters requiring a vote, each voting Board member is privileged with one vote, all votes being equal. Other specific duties pertaining to each Board member is specified below.

- A. **President** – It shall be the duty of the President to preside over all meetings of the Association and the Board of Directors, and shall vote only in the case of a tie.
- B. **First Vice-President** – In the absence of the President, the First Vice-President shall preside at all meetings of the Association and Board of Directors.
- C. **Second Vice-President** – In the absence of the President and the First Vice-President, the Second Vice-President shall assume those duties.
- D. **Third Vice-President** – In the absence of the President, First and Second Vice-Presidents, the Third Vice-President shall assume those duties. The Third Vice-President shall be a member of the Fire Department, but shall not be an elected officer of the Fire Department.
- E. **Secretary** – The Secretary shall act in such capacity for all Association and Board of Directors meetings. It shall be the duty of the Secretary to keep full minutes of all meetings. The Secretary shall advertise the annual and all special meetings of the Association. The Secretary shall send notices of all Board of Directors meetings to each Board member, and shall furnish copies of the minutes of each board meeting to each Board member as soon after each meeting as is practical. Upon expiration of the term of office or upon vacating the office for other reasons, the Secretary shall turn over all records, minutes and other Association property in possession to the successor at the first called meeting following replacement in office.
- F. **Treasurer** – The Treasurer shall act in such capacity for all Association and Board of Directors meetings. It shall be the Treasurer's duty to take charge of and preserve all monies of the Association and to authorized payment of such bills as are necessary for the operation of the Association and Fire Department. All such payments shall be paid by check or electronic fund transfer, and be signed by designated individuals by the Board of Directors. Upon the expiration of the term of office, or upon vacating the office for other reasons, the Treasurer shall turn over all monies, records, books, papers and other property of the association to the successor at the first called meeting following replacement in office.

The Board of Directors shall establish a maximum amount per payment that precludes the requirement of the signature of the President, First Vice-President, Second Vice-President, Secretary, or Treasurer. This procedure allows the Fire Chief, Assistant Fire Chief, and/or the Deputy Fire Chief to authorize payments for normal business activities.

- G. **Compensation** – The President, 1st/2nd VP's, Secretary and Treasurer may receive a nominal payment for each meeting attended not to exceed \$40.00 per meeting or \$2,000 per calendar year each. The Fire Chief and the Third Vice-President shall not receive compensation for any service they may render to the Association unless specifically employed by the Board to perform services for the Association, which said Director normally performs for compensation by virtue of education, training or specialized skills. Nothing contained herein shall be

construed as preventing a Director from receiving reimbursement for actual expenses incurred on or behalf of the Corporation.

ARTICLE VII

ASSOCIATION COMMITTEES

A. Nominating Candidates

1. Shall be chaired by the Third Vice-President and be composed of two (2) other Association members appointed by the Committee Chairman.
2. It shall be the duty of the Nominating committee to determine which voting members of the Association would be willing to serve as a member of the Board of Directors, and to place in nomination at least one voting member's name for each position on the Board of Directors at the annual meeting of the Association. Other nominations may be made from the floor.

B. Other Association Committees

Shall be recommended by the President, and approved by the Board of Directors.

ARTICLE VIII

INSURANCE

The Board of Directors shall cause to be placed in effect and continued in force such insurance coverage as is desired and required. Review and recommendations shall consider protection of Association physical assets, liability and personnel, and other necessary insurance considerations.

ARTICLE IX

FINANCES

- A. Annual Budget – It shall be the duty of the Board of Directors to plan and implement the annual budget of the Association, to oversee the available revenue, expenditures and management of the funds of the Association and with respect to all financial affairs of the Association.
- B. Management of Funds – All funds of the Association shall be deposited in a bank, or savings association, or other financial institutions designated by the Board of Directors, in the name of the Ponderosa Volunteer Fire Association, Inc. These funds may be deposited in a checking account, savings account, or invested in interest bearing financial institutions as deemed appropriate by the Treasurer and the Board of Directors.
- C. Annual Audit – An outside audit shall be performed annually as per ESD #28 contract requirements, and overseen by the Board of Directors.

ARTICLE X

VACANCIES

In the event a vacancy on the Board of Directors occurs by reason of the resignation, death, removal or disqualification of any member of the Board except, the Fire Chief or the Third Vice-President, the Board shall appoint an eligible member to fill the vacancy at the first regular meeting of the Board at which a quorum is present. The Board shall make an appointment to fill any vacancy within sixty (60) days after the vacancy occurs. The appointee will fill the role as the Second Vice-President if the vacated position was the First Vice-President. In this case, the Second Vice-President will fill the First Vice-President position.

A majority vote of a quorum of the Directors shall be required to elect a member to fill a vacancy. In the event the vacancy occurs in the office of the President, the First Vice-President shall automatically ascend to and fill such office for the balance of the current term and the First Vice-President, in such event, shall appoint an eligible member to perform the duties of the Second Vice-President in the manner above provided in the case of a vacancy on the Board of Directors. Terms of replacement Officers shall be for the unexpired term of the Officer being replaced.

ARTICLE XI

DISPOSITION OF ASSETS

In the event this Association is dissolved, for whatever reasons, it shall be liquidated and any properties or assets of the Association remaining after payment of any and all liabilities shall be provided to Emergency Services District #28.

ARTICLE XII

ESTABLISHMENT OF THE FIRE DEPARTMENT

In compliance with Article II, paragraphs A & B of the By-laws, this Article provides for the formation of the Fire Department. The Fire Department shall be governed by the Ponderosa Volunteer Fire Association, Inc., and operated in accordance with the written Fire Department Organizational Guidelines and Operating Policies and Procedures. The Organizational Guidelines shall be approved by a majority vote of the active members of the Ponderosa Fire Department, and the Operating Policies and Procedures shall be as decreed by the Command Staff.

Should a majority of the Board of Directors find, at anytime, that these Organizational Guidelines are not in full compliance with Article II of these By-laws, they reserve the right to revoke those sections not in compliance, stating such sections and the reasons for non-compliance. They shall then require the Fire Chief to assume the responsibility of overseeing the revisions of those sections not in compliance with said Article II so as to comply and then resubmit to the firefighter members of the Fire Department.

ARTICLE XIII

MISCELLANEOUS PROVISIONS

- A. Governing Law - The Bylaws of the Corporation shall be governed by and construed in accordance with the laws of the State of Texas.
- B. Severability - 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 provisions and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.
- C. Gender - Whenever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female gender, all singular words shall include the plural, and all plural words shall include the singular.
- D. Diversification - It is the aim and intent of the PVFA, Inc. to reflect and embrace racial, religious and gender diversification within all levels of its governing body, staffing and selection process including vendor selections.

ARTICLE XIV

OTHER POLICIES

- A. Reasonable Return - The Board of Directors shall take steps to assure that each Director, agent, or custodian of the restricted and unrestricted funds that are a component part of the PVFA, Inc., will administer them in accordance with accepted standards of fiduciary conduct to produce a reasonable (as determined by the Board of Directors) return of net income.

The following policies are available from electronic and paper documentation files.

- B. Non-Discrimination Policy – Employees Volunteering
- C. Whistleblower Protection Policy
- D. Document Destruction Policy

ARTICLE XV

AMENDMENT OF BY-LAWS

These By-laws may be amended by a majority vote of the voting members present at the annual meeting of the Association, or any meeting of the Association called by the Board of Directors.

The proposed amendment shall first be submitted in writing, read at special or regular meeting of the Board of Directors and, if approved by the Board of Directors, shall be acted upon at the next regular or annual meeting of the Association.

ARTICLE XVI
AUTHORIZATION

The President is authorized to execute and the Secretary is authorized to attest these By-laws on behalf of the Board and to do all things proper and/or necessary to carry out the intent hereof.

PASSED, ADOPTED AND APPROVED THIS 11th day of December, 2013.

Daniel A. Vogel
President, Board of Directors

ATTEST:

William Wurdeman
Secretary, Board of Directors