

**CENTRAL TEXAS VOLUNTARY ORGANIZATIONS
ACTIVE IN DISASTER (CTXVOAD)
AMENDED AND RESTATED BYLAWS 2009**

Article I. Name and Jurisdiction

The name of the organization is the Central Texas Voluntary Organizations Active in Disaster (CTXVOAD). CTXVOAD is the regional counterpart to the Texas Voluntary Organizations Active in Disaster (Texas VOAD) and to National Voluntary Organizations Active in Disaster (NVOAD). The jurisdiction of CTXVOAD shall be: the Counties of Bastrop, Caldwell, Hays, and Travis located in the State of Texas.

Article II. Mission

CTXVOAD is a humanitarian association of independent voluntary organizations that are active in one or more phases of disaster: preparation, response, recovery, and mitigation. The mission of CTXVOAD is to foster efficient, streamlined service delivery to people affected by disaster, while eliminating unnecessary duplication of effort through cooperation. Among other things, CTXVOAD collaborates with government and other relief organizations, including Texas VOAD and the NVOAD, to achieve its mission.

Article III. Overview

CTXVOAD is not a competing or exclusionary organization, and is intended to be a network for organizations active in disaster. Each CTXVOAD member organization will maintain its own identity and independence, while closely collaborating with other CTXVOAD member organizations, interfaith organizations, and local, state, or federal authorities.

CTXVOAD accomplishes its mission by adhering to the following principles:

Cooperation: Fostering cooperation among CTXVOAD member organizations at all levels and in all phases of disaster.

Coordination: Coordinating the development of CTXVOAD policies and procedures, and the implementation of services among CTXVOAD member organizations. CTXVOAD may also provide links to national and international disaster relief organizations. CTXVOAD serves as advocate and liaison between member agencies and the City of Austin, the County governments within the jurisdiction above, the State of Texas and the national government.

Communication: Exchanging and disseminating information among CTXVOAD member organizations and the public, as well as local, state and federal agencies, in conjunction with the individual CTXVOAD members.

Collaboration: CTXVOAD members work together to achieve specific goals and to undertake specific projects at disaster sites and forming partnerships during the disaster response.

Article IV. Membership

A. Categories of Membership

1. Partner – Organizations that meet **all** of the following criteria are eligible for the Partner category of membership in the CTXVOAD:

- Organizations with voluntary memberships and constituencies, which are not-for-profit organizations or associations, duly qualified under the IRS Code Section 501(c)(3).
- Organizations that have a disaster response program and policies for commitment of resources to meet the needs of people affected by disaster without discrimination.
- Organizations that operate substantially throughout the region or nationwide, or have the ability, through affiliations with related entities, to provide such regional or national coverage.

The Partner category of membership in CTXVOAD shall be reviewed by the Partner members not less frequently than at the April meeting of CTXVOAD (see below). Partner members:

- shall have all rights and obligations of membership in CTXVOAD, and
- are the only members that may vote on other Partner organizations obtaining or terminating Partner membership in CTXVOAD.

2. Associate – Associate members are all member agencies that are not partners. The Associate category of membership in CTXVOAD may be granted to local, state or federal government agencies, departments or organizations that have disaster planning and/or operations capabilities.

The Associate category of membership shall be reviewed by the Partner members not less frequently than at the April meeting of CTXVOAD (but more frequently if the Executive Committee decides that such action is appropriate).

Associate members:

- shall be ex-officio members of CTXVOAD (with a voice, but no vote); and
- may serve as Chairs of Standing Committees (see below).

At the discretion of the Executive Committee, at least one member of the Executive Committee should be an Associate member.

B. Conditions of Membership

- Members must meet the membership criteria of CTXVOAD as outlined above.
- Members must agree with the mission and objectives of CTXVOAD as stated above.
- Members must appoint Authorized Member Organization Representatives (primary and alternate) (representatives) to attend all regular, special, emergency, and Standing Committee meetings of CTXVOAD as may be duly called from time to time. If a member wishes to appoint a special representative a Standing Committee, it may so indicate this desire, subject to the regular approval process for representatives.

C. Membership Application Procedures

1. Organizations requesting membership will apply to CTXVOAD, describing their intended commitment and indicating whether they are seeking to apply for Partner or Associate membership status. Candidate organizations are encouraged to attend CTXVOAD meetings during the pendency of their application, although they may not vote on matters presented for a vote to the CTXVOAD membership until such time as their application has been formally approved as herein provided.
2. The Membership Committee will determine category eligibility of the candidate organization using the CTXVOAD Bylaws, and present each prospective member's application to the CTXVOAD membership for discussion at the next regular or special meeting.
3. The representatives of partner organizations will vote on the applications for membership in CTXVOAD so presented and discussed, and shall extend or deny offers of membership to the applying candidate organizations in accordance with the categories of membership set forth above.
4. At least three (3) members of the Executive Committee must be full voting (that is, not Associate) members of CTXVOAD.

D. Responsibilities of Membership

1. The leadership of a CTXVOAD member organization shall designate the primary representative and one alternate representative in their initial application for membership in CTXVOAD, and advise the Membership & Growth Committee (by no later than January 15th of each year) of any changes to its representative designations. Routine changes to the primary and alternate representatives should be made no later than ten (10) days prior to the next regular CTXVOAD meeting.

2. The representative has voice for, and (if a Partner organization representative) shall vote for, his or her organization at all meetings. Other representatives from the same organization have voice, when recognized by, and, at the discretion of the Chairperson. The intent is that there be a reasonable exchange of ideas in a timely fashion without monopoly by multiple representatives of a single member organization.
 3. A representative who misses fifty percent (50%) of the regular and special meetings in a twelve-month period shall receive a reminder letter from the Secretary/Treasurer that his or her organization's failure to attend such meetings has been duly noted. A copy of the reminder letter shall be sent simultaneously to the leadership of the representative's organization.
 4. The reminder letter shall state the importance of each organization's participation in the activities of CTXVOAD, and shall request a statement as to the intentions of the representative, as well as that of his or her organization, to actively participate in future CTXVOAD meetings and activities.
 5. If the organization or a representative fails to respond to the reminder letter within thirty (30) days from its date, or if such representative accumulates two (2) additional unexcused absences in the next twelve-month period, the Secretary/Treasurer shall certify the same to the Membership & Growth Standing Committee, which, in turn, may recommend termination of a member organization's membership in CTXVOAD to become effective upon a vote of the Executive Committee. Written notice of the outcome of such vote shall be provided to the representative and the leadership of the representatives' member organization, and the termination shall be effective immediately upon such a vote having been taken.
- E. Termination of Membership – An organization's membership may be terminated by:
1. Voluntary withdrawal, by submission of a written letter of separation to the Executive Committee.
 2. At any time, for any reason, by a majority vote of the Partner member organizations present.
 3. Consistent failure to meet the conditions and responsibilities of membership in CTXVOAD, as determined by vote the Executive Committee (exclusive of any Executive Committee member whose membership in CTXVOAD itself is the subject to consideration of said termination, who may not vote on the status of their own membership).

Article V. Meetings

The meetings of CTXVOAD shall be guided by principles of consensus to the greatest degree possible. Failing such consensus, it shall be the prerogative of the Chairperson to invoke and announce the application of *Robert's Rules of Order (latest edition)*, provided that all such action must be consistent with these Bylaws. All CTXVOAD meetings/Committee meetings, shall be open to the public, with the exception of executive committee meetings.

A. Regular & Special Meetings

1. Regular meetings will be held quarterly, or at such other times as the Executive Committee shall schedule upon twenty (20) days' written notice to the members, but in no event less frequently than once per calendar quarter. The Secretary/Treasurer shall give written notice of any regularly scheduled meeting date. Unless otherwise noticed as herein provided, the Annual Meeting of CTXVOAD shall occur in April of every year.
2. The term for a sitting body of representatives from CTXVOAD member organizations shall be a period of one (1) year.
3. Written notice, including a meeting agenda, shall be sent to all members prior to any regular meeting. Written notice, including whenever possible a meeting agenda, shall be sent to all members prior to any emergency meeting or meeting of a Standing Committee.
4. Special meetings are any meetings held in between regular sessions.
5. Special meetings may be called by (a) any three (3) of the voting members of CTXVOAD, or (b) by a majority vote of the voting members of the Executive Committee.
6. Special meetings may be held at any time and place upon not less than three (3) days' written notice to CTXVOAD members in good standing.
7. Written notice, including whenever possible a meeting agenda, shall be sent to all members prior to any special meeting.

B. Emergency Meetings

1. Emergency meetings to meet the needs of disaster events (or drills) can be called at any time by the Executive Committee, or the Chairperson acting alone, with minimal notice.
2. Whenever possible and reasonable under the circumstances, an agenda of the emergency meeting shall be sent to all members prior to any emergency meeting.

3. Emergency meetings are open to members and those other agencies or organizations with specific response & recovery responsibilities that concern CTXVOAD members or that the Executive Committee deems critical or desirable under the circumstances.

C. Standing Committee Meetings

1. Technical advisors may be members of Standing Committees. Only Partner members may vote at committee meetings.
2. Whenever possible, an agenda of the meeting shall be sent to all members prior to any Standing Committee meeting.

VI. Officers and Executive Committee

Officers shall be nominated and voted upon at the Annual Meeting (April) of CTXVOAD. The term of office for the officers shall begin immediately upon their election.

Any member of CTXVOAD may nominate members as officers and Chairs of Standing Committees. Nominations must be seconded to be accepted. No single member will be allowed to hold more than one position on the Executive Committee.

When an officer's position is vacated for whatever reason, the Chairperson shall call for nominations and an election for said position shall be held at the next duly noticed meeting of CTXVOAD to fill the position and to serve the unexpired term of the withdrawing or withdrawn officer.

The Executive Committee of CTXVOAD shall consist of the following officers, as well as the Chairs of the Standing Committees (as hereinafter defined):

Chairperson (may not serve more than two consecutive terms)

Function: Presides at meetings, acts as spokesperson, and represents CTXVOAD, delegates tasks as pertains to CTXVOAD business, convenes meetings and provides overall leadership. The Chairperson with the consent of the voting membership may engage in external contracts.

Vice-Chairperson (may not serve more than two consecutive terms)

Function: Vice-Chairperson acts on behalf of the Chairperson in the absence of or at the request of the Chairperson.

Secretary/Treasurer (may not serve more than two consecutive terms)

Function: Maintains organizational records, takes attendance, makes notifications of meetings and other important communications to the members, keeps minutes of meetings, and maintains any financial records of CTXVOAD.

Past President

Function: Serves as a technical advisor. Is not a voting member of the committee.

VII. Standing Committees

Standing Committee members and the Chair of each Standing Committee shall be nominated and voted upon at the Annual Meeting (April) of CTXVOAD. The term of office for the Standing Committee members and its Chair shall begin immediately upon their election. Standing Committee Chairs must be representatives (primary, alternate or specially designated by the member organization).

Any member of CTXVOAD may nominate members and Chairs of Standing Committees. Nominations must be seconded to be accepted.

Chairs of the Standing Committees shall serve as members of the Executive Committee; provided, however, that associate members shall have a voice but no vote.

The following shall be the Standing Committees of CTXVOAD:

- Membership and Growth Standing Committee:

Function: To recommend rules and guidelines for membership in CTXVOAD to the Executive Committee and the membership at large, to maintain the member list, and to seek out potential members for any category of membership in CTXVOAD and recruit same.

- Communications Committee:

Function: To design and help implement communications plans during disasters, to assist in disseminating information to the general public and to key constituencies about the work of CTXVOAD.

- Education and Training Committee:

Function: To coordinate and facilitate public awareness and education, and general disaster preparedness, relief and recovery efforts training, and to sponsor such conferences and training sessions as deemed desirable or necessary by the CTXVOAD membership or as dictated by actual disaster situations and authorized by the Executive Committee.

The Executive Committee may appoint such other Ad Hoc or additional Standing Committees of CTXVOAD as from time to time it deems appropriate.

VIII. Voting, Notice and Method of Meeting

1. The representative of each Partner member is entitled to one vote at any single meeting of CTXVOAD. An individual representative may represent more than one member organization, but shall be entitled to only vote for one such organization at any single meeting of CTXVOAD.
2. Voting by proxy shall not be permitted. Only votes in person or by teleconference shall be counted at any CTXVOAD meeting.
3. Members present at a duly noticed meeting shall constitute a quorum to do business.
4. Teleconferencing and email shall be expressly permitted for CTXVOAD meetings when appropriate in the determination of the Executive Committee.
5. Except as otherwise expressly provided for in these Bylaws, a simple majority vote shall be sufficient to enact any CTXVOAD action taken by the entire membership, the Executive Committee, or any Standing Committee.
6. All votes (formal or consensus reached) will be recorded in the meeting minutes of any regular, special, emergency or Standing Committee meeting.
7. All references to written notice shall include notice given by email or other electronic or facsimile transmissions.
8. In the case of the Executive Committee and any Standing Committee, action may be taken by unanimous written consent in lieu of a meeting as permitted by law, which consent shall become effective as an official act of CTXVOAD immediately upon the attainment of all requisite signatures or electronic authorizations.
9. Notice of any Executive Committee or any Standing Committee meeting likewise may be waived by unanimous written consent of all of the members thereof.

IX. Amendments

Amendments to these Bylaws may be made by a majority vote taken at any regular or special meeting of CTXVOAD at which a quorum is present. Amendments must be moved and seconded, and voted upon, at a properly noticed regular or special meeting of CTXVOAD.