

# **Katy Responds**

## **Mission Statement**

*Responding to Katy in times of need through planning, relief, and restoration.*

### **Scope:**

Katy Responds is a network of churches, business leaders, and community-minded organizations committed to community disaster recovery operations including: emergency response planning, emergency relief operations, restoration operations, spiritual & emotional recovery, volunteer coordination and community advocacy services – all done for the glory of God.

# BYLAWS

Effective October 15, 2018

## Article 1. Corporation Provisions

### 1.1 Name

The name of the Texas non-profit corporation is KATY RESPONDS (“KR”).

### 1.2 Offices

KR will maintain a registered office in the State of Texas and a registered agent for such office. In addition, KR may have other offices within or without Texas.

### 1.3 Purpose

The purposes for which KR is organized are exclusively charitable, scientific, and educational, consisting of the purposes set forth in KR’s Certificate of Formation, as amended from time to time. KR is a collaborative network established by Katy area churches and maintained on behalf of the individuals, families, businesses, community organizations, and churches in the Katy area to facilitate and implement a coordinated response to disaster recovery needs.

### 1.4 Tax Related Provisions

No part of the net earnings of KR will inure to the benefit of, or be distributable to its directors, officers or other private persons; except that KR is authorized to pay reasonable compensation for services rendered to further the purposes set forth in the Bylaws.

No material part of the activities of KR will be to carry on, propagandize or otherwise attempt to influence legislation or participate in any political campaign for any candidate for public office. KR shall not carry on any other activities not permitted to be performed by: a) a corporation exempt from federal income tax under Internal Revenue Code § 501(c)(3), or b) a corporation to which contributions are deductible under IRC § 170(c)(2).

### 1.5 Dissolution

Upon the dissolution and/or discontinuance of KR, the Board shall distribute the corporation’s assets as follows: a) all liabilities will be paid, satisfied, and discharged, b) assets held by the corporation requiring return or transfer, by reason of dissolution, will be returned in accordance with such requirements, and 3) all remaining assets will be transferred or conveyed for one or more exempt purposes within the meaning of IRC § 501(c)(3) or shall be distributed to the federal, state or local government for a public purpose.

## Article 2. Structure

KR is comprised of non-profit, faith-based, and governmental organizations, as well as business partners that provide material, manpower, spiritual, or financial support. These provisions are used for recovery efforts of the Katy area by the organization, overseen by the Board of Directors (“the Board”), and with guidance from the Advisory Council (“the Council”).

## Article 3. Membership

### 3.1 Eligible Organizations

Membership shall be granted to any and all organizations who have a desire to assist in the mission of KR, which completes the Katy Responds Participating Agency Agreement, and is approved by a majority vote of the Board.

### 3.2 Revocation of Membership

Membership may be rescinded for failure to abide by the practices and standards set forth in the Participating Agency Agreement, or for any other reason determined by the Board to be detrimental to KR, subject to a majority vote of the Board.

## Article 4. Advisory Council

### 4.1 Representative Organizations

The Katy Responds Advisory Council shall have representatives from member organizations selected by the Board.

### 4.2 Representative Selection

The Council representatives shall be appointed by their respective organizations. No more than one representative from a member organization shall be allowed.

### 4.3 Duration of Term

Membership of the Council shall be for a term of two years. An organization may be invited to fill a seat on the Council regardless of past service. In particular, an organization may be invited to a new term immediately upon conclusion of a previous term.

### 4.4 Council Meetings

The Council shall meet with the Board at least once per year, to review activities of Katy Responds and to provide guidance and direction. These meetings will be called by the Chair of the Board.

## Article 5. Board of Directors

### 5.1 Purpose

The purpose of the Board of Directors is to provide oversight and accountability to the organization, and coordination of partners and resources, to maintain open communication among the organization and any committees and to provide a forum for conflict resolution in a highly accountable way.

### 5.2 Composition

The KR Board of Directors will consist no less than 5 Board Members, and no more than 9. The Board membership will include the following officers: one Chair, a Vice-chair, Secretary, and Treasurer. Each board member will serve up to a 3 year-term of service with staggered annual election dates.

### 5.3 Duties

- 5.3.1 Chairman/Chair: The Chairman shall in general supervise all of the business affairs of KR. The Chairman shall preside at all meeting of the Board, the Council, or other member meetings. The Chairman may sign, with the Secretary or any other proper officer of KR authorized by the Board, all legal documents and instruments in the name of KR, except in cases where the signing and execution thereof shall be expressly delegated by the Board or the Bylaws. The Chairman shall hold office for a term of three (3) years from the date of such election.
- 5.3.2 Vice Chair: In the absence of the Chairman, or in the event of their inability or refusal to act, the Vice Chair shall perform the duties of the Chairman. When so acting, the Vice Chair will have all the powers of and be subject to all of the restrictions upon the Chairman. The Vice Chair will have such other powers and duties as from time to time the Board may assign to them. The Vice Chairman shall hold office for a term of three (3) years from the date of such election.
- 5.3.3 Secretary: The Secretary shall have charge of the records and correspondence of KR under the direction of the Chair. The Secretary shall keep the minutes of the meetings of the Board, Advisory Council and members, give all notices in accordance with the bylaws (or laws), keep a register of the post office address of each director which shall be furnished to the Secretary.
- 5.3.4 Treasurer: If required by the Board, the Treasurer will give a bond for the faithful discharge of their duties in such sum and with such surety (or sureties) as the Board shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of KR. Financial records of KR shall be maintained under generally accepted accounting principles (GAAP). Financials statements shall be given to the Board on a timely basis. Financial statements will delivered to the Board on a quarterly basis and/or when requested.

### 5.4 Members of the Board

Members of the Board will be appointed by the existing Board of Directors.

5.5 Resignation/Removal

A director may resign with written notice. A director may be removed only by the majority vote of the Board of Directors, with or without cause.

5.6 Compensation

The KR Board of Directors will not receive any salary or compensation for their service as directors, but, will be reimbursed for all reasonable expenses incurred on behalf of KR in performance of their duties.

5.7 Bylaw Promulgation

The KR Board of Directors will adopt rules and regulations, as necessary, to carry out these Bylaws.

5.8 Appointment and Duties of Chief Executive Officer

The KR Board of Directors has the authority to appoint the Chief Executive Officer ("CEO"). Subject to control of the Board, the CEO shall have general executive charge and control of the affairs, properties, and operations to carry-out day-to-day operation of KR. The CEO may be removed with or without cause by the Board at any time whenever, in its sole judgement, the best interest of KR may be served.

The CEO may: 1) appoint or hire (and fix compensation) and discharge all employees, agents and representatives who report directly or indirectly to the CEO (prior to the hiring or discharging an executive officer, the CEO will seek the advice of the Board); 2) make, execute, and deliver any and all contracts, leases, deeds, conveyances, assignments, bills of sale, transfers, and any and all bonds, debentures, notes and other instruments, documents and papers of any kind or character for and on behalf of and in the name of KR. The CEO shall perform such other duties and have such additional authority and powers as from time to time may be assigned to or conferred upon by the Board. The annual compensation of the CEO is subject to the approval of the Board.

## Article 6. Indemnification of Directors & Officers

KR will indemnify directors, officers, employees and agents of KR to the fullest extent required by Chapter 8 of the Texas Business Organizations Code (“TBOC”), and to the fullest extent permitted by Section 8.1 of TBOC, subject to the Certificate of Formation. KR has the power to purchase and maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by the TBOC. Notwithstanding the above, KR will not indemnify any person described in here if such indemnification: a) would jeopardize the corporation’s tax exempt status under IRC § 501(c)(3), or b) if the corporation is determined to be a private corporation for federal income tax purposes, would cause the imposition of the federal excise tax for self-dealing under IRC § 4941 or for making a taxable expenditure under IRC § 4945.

## Article 7. Meetings of KR Members

### 7.1 Meeting Scheduling

All meetings will be at the call and location selected by the Chairman of the Board.

### 7.2 Notice of Meetings

For any regularly called meetings, advance notice shall be provided at least one week (7 days) prior to the meeting, including an agenda and supporting documents, if any. For disaster-called meetings, as much notice as possible shall be provided prior to the meeting.

### 7.3 Annual Meeting

An annual meeting will be held each year at a time, place, and date designated by the facilitator in coordination with the Board of Directors to perform any necessary business, to include but not require: review of bylaws and receive prior year financial statements. The annual meeting may coincide with a quarterly meeting.

### 7.4 Other Meetings

Additional regular meetings may be held for the purpose of preparedness, planning, and mitigation for recovery purposes.

### 7.5 Disaster Meeting

Disaster meetings shall be held as often as needed to coordinate emergency response efforts.

### 7.6 Agenda

The Board will set out the agenda for any scheduled meeting. Members may request items and motions to be added to the agenda in a reasonable period in advance of the notice of meeting.

## Article 8. Financial Oversight

### 8.1 Financial Oversight

The Treasurer will monitor and review revenues and expenditures on behalf of KR. KR will keep correct and complete books and records of accounting. All books and records will be kept in accordance with generally accepted accounting principles consistently applied. All books and records can be inspected by any director (or their representative) at any reasonable time.

### 8.2 Annual Review

The Board will appoint 2 or more directors (or persons otherwise selected by the Board of Directors, other than the Treasurer) to perform an internal review of the financial statements on an annual basis. At the determination of this team, no less than 3 months prior to year end, and with approval of the Board of Directors, can order an audit of KR's financials.

## Article 9. Amendments

These Bylaws may be altered, amended or repealed at any quarterly meeting of KR by a two-thirds ( $\frac{2}{3}$ ) majority vote of the Board. The alteration, amendment, or repeal shall not cause KR to cease to be exclusively organized and operated as an entity under IRC § 501(c)(3).