**BYLAWS**

**OF THE**

**INDIAN CREEK VOLUNTEER**

 **FIRE DEPARTMENT, INC.**

**ADOPTED BY THE BOARD OF DIRECTORS---OCTOBER 15, 2012**

**EFFECTIVE DATE - OCTOBER 22, 2012**

**REVISED---FEBRUARY 2014**

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**Revised---APRIL 1, 2021**

**REVISED: February 14, 2022**

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**FIRE DEPARTMENT, INC.**

**PREAMBLE**

Whereas certain laws and regulations are necessary for the good order and well being of all associations, in order to define duty, establish discipline, maintain harmony for the full promotion of the object for which we are associated together, we do ordain and adopt the following Bylaws for our regulation and government, and do hereby pledge ourselves to cheerfully submit to the legally expressed will of the majority, and to support our officers in the discharge of their duties.

**ARTICLE I**

**NAME, PURPOSE, AND REGISTERED OFFICE**

1.01 The Indian Creek Fire District (“District”) is that portion of Cooke County, Texas, so designated by the Cooke County (Texas) Commissioners’ Court. The primary purpose of Indian Creek Volunteer Fire Department (ICVFD) is to provide emergency services to the District’s residents. ICVFD is a Texas Nonprofit Corporation that maintains a Registered Office and a Registered Agent, who is the current President of the ICVFD Board of Directors.

**ARTICLE II**

**DEFINITIONS**

**2.01 “BOARD”** shall mean and refer to the Board of Directors of the Indian CreekFire Department. (Board & Directors are interchangeable within this document).

**2.02 “CHIEF”** shall mean and refer to the ICVFD Fire Chief.

**2.03 “DEPARTMENT”** shall mean and refer to ICVFD as an entity, those Fire Department Personnel dedicated to preserving and protecting the life, health and property of the Indian Creek Fire Department residents from fire, disaster and emergency incidents. Nothing in this definition precludes the Department from assisting other fire districts in time of need.

**2.04 “DISTRICT”** shall mean and refer to the portion of Cooke County, Texas, designated as the Indian Creek Fire District by the Cooke County (Texas) Commissioners Court.

**2.05 “FIRST RESPONDER” or “FR”** shall mean and refer to any person actively serving in the ICVFD who responds to emergency calls.

**2.06 “OWNER”** shall mean and refer to any person who owns land, property or any tangible asset.

**2.07 “RESIDENT”** shall mean and refer to any resident of the INDIAN CREEK FIRE DISTRICT who is at least eighteen (18) years of age.

**2.08 “SUPPORT MEMBER”** shall mean and refer to any person actively serving in the ICVFD who is not a First Responder.

**ARTICLE III**

**VOTING, MEETING OF GENERAL RESIDENTS AND ELECTION OF DIRECTORS**

**3.01 VOTING:** All Residents, Support Members, and First Responders shall have voting privileges. All Department matters to be voted upon by the residents shall be by ballots mailed or hand-carried to the fire Department office or by electronic means. Unless specifically provided for elsewhere in these Bylaws, ballots, together with necessary information shall be made available to the residents by a posting on the Department website at least thirty (30) days prior to the closing date for acceptance of ballots. It is the resident’s responsibility to keep the Department updated with the resident’s current E-mail address. Any resident may submit a written request to the Department requesting that all voting notices and ballots be sent to a physical mailing address. If mailing becomes a financial burden, the board may approve an ‘annual mailing escrow fee’.

**3.02 ANNUAL ELECTION:** Anannual election shall be held during the month of March. This period may also be used for voting on other matters as determined necessary by the Board. If the number of candidates for a Board position is equal to the number of open positions, the Board, by a majority vote of a quorum present, may declare the nominees elected by acclamation, in which case a vote by the Residents would not be required.

**3.03 SPECIAL ELECTIONS:** Special elections may be called at any time by the Board for other matters, such as filling Board vacancies. The Board is required to call a Special Election for removal of one or more Directors, or for other matters, if it receives a petition stating the reason(s) therefore and the petition is signed by at least fifty (50) residents. Within sixty (60) days of the receipt of such a petition, the Board will submit the matter(s) to the residents for a vote.

**3.03a** if the Special Election is solely to remove a Director, that Director may voluntarily resign. If the Director(s) fails to resign, the matter will go before the residents for a vote within sixty (60) days of the receipt of a petition. The Directors with a majority vote of a quorum being present, may fill vacant positions on a temporary basis until the next annual or special election or choose to leave the position(s) vacant until the next election. Directors elected in this manner will serve out the original term of the vacant position. See 3.02 in cases where the number of candidates is equal to the number of vacancies the Director’s may declare the nominees elected by acclamation.

**3.04 VOTE VERIFICATION AND TABULATION:** The Election Committee shall verify that each vote has been cast by a Resident, Support Member or First Responder, shall count and/or supervise the counting of ballots, tabulate the votes and certify in writing to the Secretary of the Board the results of the election.

**3.05 MAJORITY VOTE:** The majority will be a simple majority of the votes received unless otherwise stated in these Bylaws.

**3.06 PLACE OF MEETING:** The Board shall designate, on the ICVFD website, the place and time for all meetings.

**3.07 ANNUAL MEETING:** An annual meeting of the residents shall be held on the second Saturday of April to announce the results of the election of Directors, the results of any other election held at the same time, to review the accomplishments of the previous year and to discuss other matters of importance. No voting shall be conducted during the meeting. Notice of the Annual Meeting shall be posted on the Department website at least thirty (30) days prior to the date of the meeting.

**3.08 SPECIAL MEETINGS:** Special meetings of the residents may be called by the President, the Board, or upon petition by at least fifty (50) residents. Any such petition must state the intended purpose(s) of the special meeting, and the Board shall call the meeting within thirty (30) days of receipt of the request.

**3.09 PROCEDURES FOR ELECTING DIRECTORS:** Nominations for the Board of Directors must be submitted to the Nominating Committee no later than February 1st of each year. The committee shall select the best qualified applicants and publish their names, qualifications and pictures on the Department website by February 15th.

**3.10 BALLOTS:** Ballots shall be distributed to all Residents, Support Members, and First Responders by E-mail or by a posting on the Department website no later than March 1st. It is the responsibility of the Resident, Support Member and First Responder to keep the Department updated with the resident’s, Support Member’s and First Responder’s current E-mail address. Any resident, Support Member or First Responder may submit a written request to the Department requesting that all voting notices and ballots be sent to a specific physical mailing address. On-line ballots must include a residential address, and not a PO Box number.

**3.11 VOTING:** All voting shall cease at midnight on March 31st , and all ballots post-marked or received in the Department office on or before said date, shall be acted upon by the Election Committee. The nominees receiving the largest number of votes shall be deemed elected. In the event of a tie, the affected nominees will draw for position in the presence of the Election Committee or ICVFD Board.

**3.12 EXCEPTIONS:** The Directors, by majority vote of a quorum being present, may suspend the annual meeting or other open meetings if such suspension is the result of government recommendations for the health and/or safety of participants. During the suspension of open meetings, the Directors may conduct telephonic or electronic board meetings using a system that allows residents to participate. Notifications of such meetings and instructions for resident participation shall be published on the Department website at least 72-hours before the meeting. Meeting minutes shall be posted on the website at the earliest time, and no later than quarterly.

**ARTICLE IV**

**BOARD OF DIRECTORS AND THEIR DUTIES**

**4.01 NUMBER AND QUALIFICATIONS:** The affairs of the Department shall be governed by a Board of Directors which shall be a five (5) member board. All Directors must live/reside within the ICVFD fire district. The board will consist of a President, Vice-President, Secretary, Treasurer and Ad-Hoc Director. Elected Directors will serve a 2-year term unless they are replacing a Director who has resigned or been removed from office and, in that case, the appointed Director will serve out the remainder of the 2-year term. No Officers, Residents or Support Members or paid personnel of the Department may serve as a member of the Board of Directors.

**4.02 DUTIES:** The Board, acting as a unit with a quorum present as prescribed by these Bylaws, shall have all powers and duties necessary and reasonable to carry out the government of the Department, except as prohibited by law or these Bylaws.

**4.03 OTHER POWERS AND DUTIES:** Such powers and duties of the Board shall include, but shall not be limited to the following, all of which shall be done for and on behalf of the memresidents of the District.

**4.03.1 ENFORCEMENT:** To administer and enforce the Bylaws of the Department.

**4.03.2 FACILITY MAINTENANCE:** To keep in good order, condition and repair the Department facilities and all property owned by the Department.

**4.03.3 INSURANCE:** To obtain and maintain, at all times, insurance issued by responsible insurance companies authorized to do business in the State of Texas, covering Department facilities and equipment (or such portion thereof as are insurable) insuring loss or damage against fire, other standard hazards, sprinkler leakage, debris removal, cost of demolition, vandalism, malicious mischief, windstorm and water damage. The Department will not be responsible for procurement or maintenance of any insurance covering the liability of any resident not caused by or connected with the Department’s operation or maintenance of Department facilities. Insurance coverage for items of personal property belonging to a Resident though situated from time to time in or upon Department facilities, is the responsibility of each Resident.

**4.03.4 BUDGET:** To approve a budget(s) for the Department annually.

**4.03.5 CONTRACTURAL AGREEMENTS:** To enter into contracts within the scope of its duties and powers. However, no individual Board Member may enter into any agreement or contract, oral or written, without the approval of the majority of the Board.

**4.03.6 FINANCIAL ACCOUNTS:** To establish an account or accounts for the Department which are required or may be deemed advisable by the Board.

**4.03.7 FINANCIAL PRACTICES:** To ensure that the books and accounts of the Department shall be kept in accordance with Generally Accepted Accounting Principles. The books and accounts shall be audited annually, by a Certified Public Accountant, and financial statements shall be prepared. A copy of the audit report, kept in the Department office, shall be made available for review upon request of any resident as soon as it is received and approved by the Board. The audit report or a summary of the report will be posted on the Department website.

**4.03.8 ANNUAL MEETING:** To provide at the annual meeting, a current balance sheet and statement of income and expenses.

**4.03.9 ADMINISTRATION:** To carry on the administration of the Department and to take all actions necessary and reasonable to carry out the governance and operation of the Department.

**4.03.10 LOAN ACQUISITION:** To borrow money for the funding of projects or acquiring assets, including but not limited to, equipment or any apparatus identified in a need’s assessment provided by the Department Fire Chief; when:

4.03.10.1 Such proposed borrowing calls for repayment terms as reflected in the Department budget;

4.03.10.2 The Board has determined that such borrowing is necessary

4.03.10.3 The borrowing has approval of the majority of the Board.

**4.04 NO WAIVER OF RIGHTS:** The omission or failure of the Department Board to enforce the Bylaws adopted pursuant thereto, shall not constitute or be deemed a waiver, modification or release thereof.

**4.05 VACANCIES:** Vacancies created by removal of a Director(s) by the vote of the residents, shall be filled by a special election to be held in accordance with the provisions of Article III – 3.03. Vacancies in the Board, caused by any other reason, occurring ninety (90) or more days before the next regular election of Directors shall be filled within thirty (30) days by a vote of the remaining Directors, even though they may constitute less than a quorum. However, if the vacancies occur less than ninety (90) days before the next election of Directors, the Board may fill the vacancies if desired. Each director appointed by the Board shall serve until a successor is elected at the next regular election of Directors.

**4.06 REMOVAL OF DIRECTORS:** Conviction for a felony or Class A or Class B misdemeanor of any Board member will terminate that Board member’s term of office on the date of conviction. In conjunction with any special election duly called, any one or more Directors may be removed by a majority of the residents voting in accordance with Article III – Section 3.03.

**ARTICLE V**

**ELECTED OFFICERS OF THE BOARD OF DIRECTORS**

**5.01 DESIGNATION:** The elected Department officers of the Board shall be a President, a Vice-President, a Secretary, and a Treasurer, all of whom shall be elected by the Board. All officers of the Board shall hold office for one (1) year.

**5.02 ELECTION OF OFFICERS:** The officers of the Board shall be elected annually at the organizational meeting. This meeting will be held within ten (10) days following the annual meeting.

**5.03 REMOVAL OF OFFICERS:** Upon an affirmative vote of the majority of the Board of Directors, any officer of the Board may be removed, either with or without cause, and their successor elected at any regular meeting of the Board, or at any special meeting of the Board called for that purpose.

**5.04 PRESIDENT:** It shall be the duty of the President to preside at all meetings of the Board, and to have all of the general powers and duties which are usually vested in the office of president of an organization, including, but not limited to, the power to appoint committees from among the residents to assist in the conduct of the affairs of the Department, as may be established by the Board. All committee appointments are subject to approval of the Board.

**5.05 VICE PRESIDENT:** The Vice President shall act and have all Presidential authority in the absence of the President and shall carry out such other actions as the Board may direct.

**5.06 SECRETARY:** The Secretary shall keep all minutes of the meetings of the residents and of the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President of the Board.

**5.07 TREASURER:** The Treasurer shall have overall responsibility for all funds and securities and the integrity of all financial and accounting records of the Department. The Treasurer shall see that no non-budgeted expenditures of one thousand dollars ($1,000) or more are made without specific approval of the Board. The Treasurer shall perform such other duties as are incident to the office or are properly required by the president of the Board.

**ARTICLE VI**

**BOARD MEETINGS**

**6.01 ORGANIZATIONAL MEETING:** The first meeting of a newly elected Board must be held within ten (10) days following the Annual Meeting at a place determined by the Board.

**6.02 REGULAR MEETINGS:** Regular meetings of the Board shall be held at least monthly and may be held at such time and place as shall be determined by a majority of the Directors. Notice of regular meetings of the Board shall be given to each Director prior to the day named for each meeting. All regular meetings are open to the residents.

**6.03 SPECIAL MEETINGS:** Special meetings of the Board may be called by the President or by a majority of the Board. Reasonable effort must be made to contact all Board members to notify them of the special meeting. Unless emergency circumstances exist, Board members must be notified seventy-two (72) hours prior to any special meeting. All special meetings are open to the residents.

**6.04 EXECUTIVE SESSION:** The Board may adjourn from an open board meeting, whether it be a regular meeting or special meeting, and reconvene in a closed executive session to consider actions involving personnel, pending or threatened litigation, contract negotiations, enforcement actions, communications with District’s attorney, matters of invasion of privacy, and confidential matters wherein affected parties request privacy and the Board agrees. Following an Executive Session, any decisions must be summarized orally and placed in the minutes, in general terms, without breaching privacy and privileged information. Any expenditures approved in executive session must be reported in the minutes.

**6.05 WAIVER OF NOTICE:** Before or at any meeting of the Board, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director(s) at any meeting of the Board shall be a waiver of notice by them of the time and place thereof. If all Directors are present at any meeting of the Board, no notice shall be required, and any business may be transacted at such meeting.

**6.06 QUORUM:** A majority of the Board must be physically present to establish a quorum at any regular or special called meeting of the Board for the transaction of any business. The acts of the majority of the Directors present at a meeting at which a quorum is present shall be acts of the Board. The President may vote on all matters coming before the Board. If at any meeting of the Board there is less than a quorum present, those present shall note for the record that no meeting was held for lack of a quorum. When an emergency situation occurs regarding Department assets, two or more Directors may take action to resolve the emergency condition(s), with ratification as soon as a quorum can be obtained.

**ARTICLE VII**

**FIRE DEPARTMENT**

**7.01 NAME:** The name of the fire Department shall be (incorporated) INDIAN CREEK VOLUNTEER FIRE DEPARTMENT (“Department”). For the purpose of patches, emblems’ etc. the Department may be referred to as Indian Creek VFD, Indian Creek FD, ICVFD, or ICFD.

**7.02 PURPOSE:** The mission of the Department shall be to preserve and protect the life, health and property of the Indian Creek Fire District from fire, disaster, and emergency incidents through education, training, prevention, preparation and service. The Department shall be committed to active participation within the district to effectively utilize all available resources to provide the highest level of service possible. The Department shall strive to maintain operational readiness and response capabilities to meet the needs of the district. The Department shall value the principles of honesty, integrity, respect, teamwork and professionalism to build an effective emergency services team.

**7.03 REGISTERED OFFICE:** The fire Department shall have and continuously maintain in the State of Texas, a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. That registered agent will be the current President of the Board of Directors.

**ARTICLE VIII**

**DEPARTMENT FIRE CHIEF**

**8.01 QUALIFICATIONS:** At a minimum, the Fire Chief must be certified by the State Firefighters’ and Fire Marshals’ Association (SFFMA), and as an Emergency Care Attendant (ECA). The Board may waive these requirements, for equivalent qualifications and/or experience. The ICVFD Chief must live within the ICVFD district.

**8.02 DESIGNATION:** The Department Fire Chief is elected by the First Responders (FR) and ratified by the Board. If the Board fails to ratify the Chief, the office shall be declared vacant, and another election shall be held at the next regular Department meeting.

**8.03 DUTIES:** The Department Fire Chief is responsible to the Board of Directors through the President. The Chief’s primary duty is to be the Department’s Commanding Officer in all matters of the management, administration, and operations relating to fires, emergency medical services (EMS), personnel, equipment, apparatus and training. The Chief shall insure that equipment and apparatus are maintained in good order and repair, receive reports of the conditions from the responsible appointed officers, present the reports to the Board at each regular meeting and all such further matters the Board may direct. The Chief or, in the absence of the Chief, the Assistant Chief, or a designated Officer shall attend all meetings of the Board. The Chief shall submit to the Board a budget proposal by the first regular meeting in April.

**8.04 TERM:** The Department Fire Chief will serve for a term of two (2) years.

**ARTICLE IX**

**PAID PERSONNEL AND ELECTED OFFICERS OF THE DEPARTMENT**

**9.01 PAID PERSONNEL:** Paid personnel shall be responsible to the Board of Directors through the President. The selection, employment, or dismissal of any paid personnel shall be at the discretion and approval of the Board.

**9.02 ELECTED OFFICERS:** The elected officers of the Department shall be the Assistant Chief, Captain(s), and the Lieutenant(s). The officers shall be elected by the First Responders.

**9.03 ASSISTANT CHIEF:** The Assistant Fire Chief shall assist the Department Fire Chief in his/her duties and shall carry out such other and further matters as the Chief may direct. The Assistant Chief shall act and have all the authority of the Chief in the Chief’s absence.

**9.04 CAPTAIN:** The Captain(s) shall act and have in the absence of the Assistant Chief, the duties of the Assistant Chief and shall carry out such other and further duties as directed by the Chief Officers.

**9.05 LIEUTENANT:** The Lieutenant(s) shall assist the Chief(s) and Captain(s) in their duties and shall carry out such other and further duties as they may direct. This office may remain vacant at the Department Chief’s discretion.

**9.06 TERM:** Elected officers will serve for a term of two (2) years

**ARTICLE X**

**INSURANCE PROTECTION**

**10.00** It shall be the obligation of the Department to indemnify any officer, director, first responder and/or support member of the Department if such person is sued for an act, or failure to act, performed in good faith in connection with the Department. This obligation shall apply to the Officers, Directors, First Responders and Support Members individually and collectively. The Department is authorized to purchase insurance against this hazard, but the indemnification required is not limited to the extent of the insurance purchased.

**ARTICLE XI**

**DISCLAIMER**

**11.00** It is the purpose of these Bylaws to provide an orderly means for this Department to conduct its business. Should any Bylaw be unlawful or in conflict with State and/or Federal laws, that portion shall be deemed invalid. The remaining Articles and Sections will remain in full force.

**ARTICLE XII**

**AMENDMENTS**

**12.01** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by ICVFD with a majority vote of a quorum of the Board of Directors.

**12.02** Written proposals intended to alter, amend, repeal, or enact new Bylaws shall be reviewed by the Board of Directors.

**12.03** Any such proposal shall be submitted in writing and must be supported and voted on by a majority of the Board of Directors. If the Board does not support the proposed change(s) the proposal must be endorsed by written petition of at least fifty (50) residents prior to being revisited by the Board.

**12.04** No provision of these Bylaws may condition, diminish or alter the vested property and contract rights and obligations of any owner, without the owner’s express consent in writing, or otherwise as may be provided by the laws of the State of Texas.

**12.05** The Board shall have the authority to make changes to the Bylaws to correct administrative errors and, when required, to comply with State and Federal laws. Any Bylaw changes made under this provision shall be reported to the residents as soon as possible via print or electronic means.

**ARTICLE XIII**

**DISSOLUTION**

**13.01** In the event of dissolution of the Indian Creek Volunteer Fire Department, the Board of Directors will follow all procedures as required by Texas State Law and after paying and making for provisions for the payment of all liabilities, distribute the assets of the Department over to the Cooke County (Texas) Commissioners Court.

**ARTICLE XIV**

**GENERAL PROVISIONS**

**14.01** The Department’s fiscal year shall be from July 1st to June 30th of each year. The Board of Directors will present the budget to the residents at the first regular meeting in June , and the budget will take effect on the first day of July.

**14.02** The persons authorized to execute any and all contracts, documents, instruments, conveyances, or encumbrances, including promissory notes, shall be two-(2) one each of the President or Vice President and the Secretary or Treasurer of the Department.

**14.03** All checks, drafts, notes or other orders for payment of money shall be signed and countersigned by any two (2) officers of the Board or by any one (1) officer of the Board and by either the Department Fire Chief or the Assistant Fire Chief.

**14.04** The Indian Creek Fire Department does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services.

**14.05** Robert’s Rules of Order Newly Revised shall be used as a reference for all matters of procedure not specifically covered in these Bylaws or other policy and procedures adopted by the Department.

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