

**BYLAWS OF THE  
TRAVIS COUNTY EMERGENCY UNIT  
A Not-for-Profit Corporation**

**ARTICLE I  
Name and purpose**

- 1.1 The name of the corporation is the Travis County Emergency Unit (TCEU).
- 1.2 The primary purpose of the Corporation is to provide for the public good through search and recovery, rescue and related water activities. We are volunteer divers who assist, supplement and support public safety entities such as law enforcement, Parks and Wildlife, EMS and other public safety entities in emergencies from storms, fire, accidents, and other emergencies that are needed within the Central Texas area.
- 1.3 The Corporation shall conduct only not-for-profit activities to further its purpose which shall conform to the provisions of the Texas Nonprofit Corporation Act, The Internal Revenue Code, Section 501, Chapter 4, and all pertinent sections of said Code.
- 1.4 Any reference to gender refers to either sex.

**ARTICLE II  
Membership and Dues**

- 2.1 Membership shall be open to any person 18 years of age or older. Members must be physically sound and of good moral character.
- 2.2 Applications for membership will be considered and acted up in the order in which they are filed with the Secretary.
- 2.3 The names of all applicants for membership shall be announced at a general meeting of the Corporation by the Vice-President and/or a member sponsoring the applicant. Upon acceptance of the application, the applicant shall be considered a probationary member.
- 2.4 An individual who has been instrumental in furtherance of the goals of the Corporation may be proposed for honorary membership. An honorary member shall be selected by an affirmative vote of three-fourths (3/4) of the membership. He will not be eligible to vote, not to hold office, nor will he be liable for the payment of dues.
- 2.5 Each member shall pay annual dues of an amount to be set by the Board of Directors. Dues will be payable on or before January 15<sup>th</sup> of each year.

**ARTICLE III  
Conduct**

- 3.1 All members shall abide by the rules and regulations handbook which shall be promulgated from time to time by the Board of Directors, with the advice and council of the Dive Team Captain.
- 3.2 If any member is charged with improper or gross neglect while discharging his duty as a member, or at any Corporation function, the charges shall be made in writing, signed by the member(s) making such charges, and shall be filed with the Secretary. The Secretary will then furnish the accused a copy of the charges and will require him to make his defense before a Special Committee. The Special Committee shall be appointed by the Board of Directors and shall be composed of not less than five (5) and no more than nine (9) members in good standing for the purpose of investigating the alleged misconduct or neglect of duty. Any member appearing before this committee may make any statement during a thorough and impartial investigation. Two-thirds (2/3) of the committee deciding the facts justifying such actions may recommend to the Board of Directors that the member be suspended for any appropriate period or be expelled from the Corporation.
- 3.3 Failure to attend at least fifty percent (50) of the business meetings and training sessions, without valid excuse, may be cause for being placed on inactive status and any issued team equipment must be returned to the team Captain.
- 3.4 A member on inactive status becomes a member in good standing subject to attending more than fifty percent (50) of the meetings and trainings in a two (2) month period and is current on membership dues.

#### ARTICLE IV Finance

- 4.1 All checks or demands for money, notes of the Corporation, and other such instruments for the payment of money shall be signed by such office, officers, or other person or persons as shall be thereunto authorized by the Board of Directors from time to time.
- 4.2 Upon dissolution of the Corporation, the remaining assets, after all liabilities have been satisfied will be donated to charitable activities as decided by a majority vote of the active members.
- 4.3 The Budget Committee, consisting of the President, Vice-President, Secretary-Treasurer, Dive Team Captain and Dive Team Lieutenant, shall prepare and submit to the Board of Directors the yearly budget no later than the last day of February. The budget should be approved by the Board of Directors by the last day of March.

#### ARTICLE V Directors

- 5.1 The Board of Directors shall consist of a President, Vice-President and Secretary-Treasurer, plus six (6) Directors. All of these officers and Directors shall be elected from and by the general membership in good standing.
- 5.2 The elected Directors with the exception of the President, Vice-President and Secretary-Treasurer shall hold office for a period of three (3) years. At each annual meeting, two Directors shall be elected to fill those vacancies created by expiration of terms of office. The first Board of Directors shall draw lots to determine the two (2) Directors who shall serve three (3) year terms; two (2) Directors to serve two (2) year terms, and two (2) Directors to serve one (1) year term. The President, Vice-President and Secretary-Treasurer shall hold office for a period on one (1) year.
- 5.3 At each annual election, all active members in good standing, as provided in Article II and III, shall be entitled to one (1) vote for each directorship.
- 5.4 The business affairs of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporations or by these Bylaws prohibited. The Board of Directors shall meet at such place or places and at such hours as they may from time to time determine. Special meetings of the Board of Directors may be called by the President, Vice-President, or shall be called by the Secretary-Treasurer at the request of three (3) members of the Board of Directors.
- 5.5 A director, upon written notice to him, and after a hearing before the Board of Directors, may be removed for cause by an affirmative vote of two-thirds (2/3) of the General Membership in good standing. The general membership will be given notice of the vote ten (10) days prior.
- 5.6 No Director shall receive any compensation what-so-ever for serving on the Board of Directors of the Corporation.
- 5.7 Any vacancy occurring in the Board of Directors shall be filled by a general election called by the Board of Directors. The person elected shall only serve the unexpired portion of the term of his predecessor in office.

#### ARTICLE VI Officers

- 6.1 Offices of the Corporations shall consist of a President, Vice-President and Secretary-Treasurer. The President, Vice-President and Secretary-Treasurer shall be elected or re-elected from its members in good standing as provided in Article V, Section 1. The Board of Directors may appoint such officers, assistant officers and agents as it shall deem necessary, who shall have such authority and exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors by resolution not inconsistent with the Articles of Incorporation of these Bylaws. Each officer shall serve until the election of the Board of Directors next succeeding his election or appointment and until his successor is elected or appointed and qualified, unless prior thereto he shall have died, resigned or been removed from office.

- 6.2 Should the office of the President become vacant, the vacancy shall be filled by the Vice-President. He shall serve the unexpired term of his predecessor. The vacant office this created shall be filled by a general election. The person elected shall only serve the unexpired terms of the office.
- 6.3 Should the office of the President and Vice-President become vacant at the same time, the Secretary-Treasurer will cause a special meeting of the general membership in good standing to be called for the purpose of electing members to service the unexpired terms of office.
- 6.4 Should the office of the President, Vice-President and Secretary-Treasurer become vacant at the same time, the senior member of the Board of Directors will cause a special meeting of the general membership in good standing to be called for the purpose of electing members to serve the unexpired terms of offices. The senior member of the Board of Directors shall be defined as the member as having the longest tenure with the Corporation.
- 6.5 The President shall preside at all meetings and take care of the business of the Corporation such as fund raising and public relations. He will be a member of the Board of Directions, but will only vote in the event of a tie.
- 6.6 The Vice-President shall preside over meetings if the President is unable to attend. The Vice-President shall be the Membership Committee. The Vice-President will be a member of the Board of Directors.
- 6.7 The Secretary-Treasurer shall be responsible for keeping the minutes of the meeting, for giving notice in writing for all meetings and activities. He shall keep an updated roster of all members. He will be responsible for keeping all funds and moneys of the Corporation, shall collect all fees, assessments and dues and keep records of the payment of these monies. The Secretary-Treasurer shall be a member of the Board of Directors.

## ARTICLE VII Operational Organization

- 7.1 The general membership in good standing shall elect from among the Corporation members a Dive Team Captain, Dive Team Lieutenant and a Public Relations Coordinator.
- 7.2 The Dive Team Captain shall assume full charge of all members, apparatus, and equipment while at emergencies or at any function requiring the services of the Corporation. The Captain shall be responsible for all Corporation equipment and to see its proper care and maintenance. The Captain will serve on the Budget Committee. The Dive Team Captain shall hold office for one year and shall not serve two consecutive terms in that office.
- 7.3 The Dive Team Lieutenant shall see that adequate training programs are conducted and will serve on the Budget Committee. In the absence of the Dive Team Captain, the Dive Team Lieutenant shall assume the responsibilities of the Dive Team Captain. The Dive Team Lieutenant shall hold office for one year and shall not serve two consecutive terms in the office.
- 7.4 Public Relations Coordinator duties shall be the initial and main contact for the public during all emergencies or other functions that the Corporation participates in. The Public Relations Coordinator shall hold office for one year.
- 7.5 In the absence of the Dive Team Captain or Dive Team Lieutenant at the scene of a call or training, an Officer or Director will assume responsibility.
- 7.6 The Dive Team Captain, Dive Team Lieutenant or Public Relations Coordinator, upon written notice to him and after a hearing before the Board of Directors, may be removed for cause by an affirmative vote of two-thirds (2/3) of the general membership in good standing, who shall have received a notice of the vote ten (10) days prior. The vacant office thus created shall be filled by a general election. The person elected shall only serve the unexpired portion of the term of his predecessor in office.

## ARTICLE VIII General Membership Meetings

- 8.1 General meetings shall be held for the purpose of dispatching such business as may be brought before the general membership and of electing members to the Board of Directors. General meetings will be called by the President by giving at least ten (10) days notice prior to said meeting. Such notice shall be either through the news media, personal contact, by posted notices, or email or

any other electronic means of communications. Membership present shall constitute a quorum for the purpose of conducting official business.

- 8.2 Special meetings shall be called by the President, or as required under Article VI. Special meetings shall also be called upon written request of at least twenty-five (25) percent of the membership, stating the reason why a meeting is to be called. The only business to be conducted during this meeting is that which was outlined in the written request. A quorum to enable the holding of a special meeting shall consist of not less than fifty (50) percent of the members in good standing.
- 8.3 Written notice is defined as email or any written communication.
- 8.4 President, Vice-President or past President must be present to conduct business.

## ARTICLE IX Order of Business

- 9.1 The order of business for other than special meetings shall be as follows:
  - 9.1.1. Call to order
  - 9.1.2. Reading of previous minutes
  - 9.1.3. Report of Secretary-Treasurer
  - 9.1.4. Reports of Standing Committees
  - 9.1.5. Reports of Special Committees
  - 9.1.6. Old Business
  - 9.1.7. New Business
  - 9.1.8. Open Discussion for any item not on the list
  - 9.1.9. Adjournment
- 9.2 Unless in conflict with the Articles of Incorporation or these Bylaws, the latest edition of Robert's Rules of Order shall govern the conduct of all meetings of the Corporation.

## ARTICLE X Amendments to the Bylaws

- 10.1 These Bylaws may be altered, amended, repealed or new Bylaws may be adopted by a two-thirds (2/3) vote of the general membership in good standing of the Corporation present at any regular or special meeting, provided that written notice of such alteration, amendment, repeal or adoption of the new Bylaws shall have been submitted to each member of the Corporation in its entirety at least ten (10) days prior to said meeting. A member in good standing not present shall be allowed to vote by written proxy. The written proxy must be delivered to any member in good standing by the non-attending member in good standing prior to the call for the vote. A copy of said proxy must also be delivered to an Officer or Board Member prior to the call for the vote.