

# **BYLAWS FOR TEXAS CRISIS RESILIENCY TEAM (TCRT)**

## **ARTICLE I.**

### **Section 1. Nonprofit Purpose**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Section 2. Specific Purpose**

The Texas Crisis Resiliency Team provides training to those interested in assisting with the emotional and spiritual needs of trauma survivors of all religious and cultural traditions. The purpose is to encourage emotional and spiritual resiliency among trauma survivors.

The specific objectives and purpose of this organization is:

- a. To conduct training seminars on providing emotional and spiritual care to trauma survivors.
- b. To train Spiritual Care Providers for various disaster response teams.
- c. To provide Spiritual Care Providers to support the work of the Texas Voluntary Organizations Active in Disasters following disasters.
- d. To provide training material and training for trainers for other disaster response teams so they may conduct training.

## **ARTICLE II. MEMBERSHIP**

The Texas Crisis Resiliency Team members include trained Spiritual Care Providers.

Membership requirements are:

- a. Completion of Disaster Spiritual Care training consisting of a 24-hour training workshop.
- b. Completion of FEMA ICS-100 training course.
- c. Agreement to follow the guidelines of the “NVOAD Points of Consensus for Disaster Spiritual Care.”
- d. Passing of background check.

Members may withdraw membership by requesting to the Director that their name be removed from the roster. The Director may also remove names from the roster if the member:

- a. Does not maintain accurate personal contact information.
- b. Fails to follow the guidelines of the “NVOAD Points of Consensus for Disaster Spiritual Care.”
- c. Displays any behavior or attitude detrimental to the work of the Texas Crisis Resiliency Team.

## **ARTICLE III. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the TCRT shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer.

Because of the support of Texas Baptist Chaplaincy Relations in developing the Texas Crisis Resiliency Team, the Director of Texas Baptist Chaplaincy or his/her designated representative will serve as a board member.

The primary qualification of board members is a commitment to the cause of helping train Spiritual Care Providers to assist trauma survivors. The goal is that board members will represent a diversity of denominations and backgrounds.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. Board members will serve for a period of two years and may serve additional two year periods. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 5 of this Article.

Half of the initial Board of Directors will serve for three years and the other half will serve for two years. All board members may continue to serve additional two year periods upon the approval of the board.

### **Section 3. Meetings**

The Board of Directors shall meet at least twice a year, at a time and place designated by the chair. At the meetings, members of the board shall elect directors and officers, receive reports on the activities of the TCRT, and determine the direction of the TCRT. Meetings can be telephonic at the discretion of the chair.

Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

### **Section 4. Special Meetings**

Special meetings may be called by the President of the Board of Directors or a simple majority of the Board of Directors. Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice.

### **Section 5. Quorum**

The presence, in person or telephonically of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law.

### **Section 6. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

### **Section 7. Compensation**

No director shall receive compensation for services as a director. Any director, or other disqualified person, consistent with prevailing IRS statutes and rules, may receive compensation for services provided other than as a director if:

- a. The amount of compensation is approved in advance by members of the board of directors. However, only members who have not received compensation from TCRT within the past two years and otherwise have no conflict of interest in the transaction are eligible to consider and vote, and a quorum of members are eligible to vote despite this restriction.
- b. The eligible directors document a finding that the amount of compensation is reasonable for the value of the services provided. This finding must be based on

research, gathered by the eligible directors or by an independent authority such as a certified public accountant.

- c. The members document the approval and the finding that the amount is reasonable in meeting minutes, and attach the appropriate research to the minutes where the approval and finding are documented.
- d. The TCRT reports the compensation on the annual return to the IRS (Form 990 or its successor) and on a W2 or 1099-Misc, as appropriate.

### **Section 8. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

### **Section 9. Confidentiality**

Directors shall use discretion and good business judgment in discussing the affairs of the TCRT with third parties.

### **Section 10. Advisory Council**

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the TCRT by providing expertise and professional knowledge.

### **Section 11. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

### **Section 12. Removal.**

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the TCRT would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

## **ARTICLE IV. OFFICERS**

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

### **Section 1. President**

The President shall have the following duties:

- a. Preside at all meetings of the Board of Directors.
- b. Have general and active management of the business of the TCRT.
- c. Have general superintendence and direction of all other officers of the TCRT and see that their duties are properly performed.
- d. Submit a report of the operations of the TCRT to the meetings of the Board of Directors and shall report to the Board all matters that may affect the operation of the TCRT.
- e. Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

### **Section 2. Vice-President**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.

### **Section 3. Secretary**

The Secretary shall attend all meetings of the Board of Directors and will act as a clerk thereof. The Secretary's duties shall consist of:

- a. Recording all votes and minutes of all proceedings.
- b. Ensure notices of all meetings to the members of the Board of Directors.
- c. Shall prepare all official correspondence from the Board of Directors as may be prescribed by the Board or the President.

### **Section 4. Treasurer**

The Treasures shall:

- a. Present a complete and accurate report of the income and expenses of the TCRT to the Board of Directors. The staff of the TCRT will compile the report, but the Treasurer will review the report for accuracy.
- b. Have the right of inspection of the funds resting with the TCRT including budgets and subsequent audit reports.
- c. Assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- d. Perform other duties as may be prescribed by the President.

## **Section 5. Election of Officers**

Officers shall be elected for a two-year term and shall be eligible to succeed themselves in their respective offices with the approval of the Board of Directors. The election shall be at the last planned meeting of the Board of Director on even numbered years.

## **Section 6. Removal of Officer**

The Board of Directors with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

# **ARTICLE V. COMMITTEES**

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

# **ARTICLE VI. STAFF**

## **Section 1: TCRT Director and Coordinator**

The Board of Directors enlist a volunteer or hire a person to serve as the TCRT Director and Coordinator. The TCRT Director and Coordinator may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Director, who shall remain an employee terminable at will, as provided in this Section.

The TCRT Director and Coordinator shall:

- a. Attend all meetings of the Board of Directors.
- b. Account for all income and expenditures of the TCRT and ensure preparation of financial reports for the Treasurer of the Board of Directors.
- c. Coordinate and supervise all the operations of the TCRT including:
  - 1) Coordinating and conducting training on Disaster Spiritual Care.
  - 2) Enlisting area coordinators for TCRT and maintaining database of all TCRT members.

3) Represent the TCRT at meetings of the Texas Voluntary Organizations Active in Disaster.

4) Coordinating the work of the TCRT in disaster response activities.

## **ARTICLE VII. BOOKS AND RECORDS**

The TCRT shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE VIII. AMENDMENTS**

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

## **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of the TCRT, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the seven preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 22<sup>nd</sup> day of July, 2017.

---

Bobby Smith, President – Texas Crisis Resiliency Team, Inc.

---

ATTEST: Will Bearden, Secretary – Texas Crisis Resiliency Team, Inc.