

CONSTITUTION

OF THE

GREATER HOUSTON AREA FIRE MARSHAL'S COUNCIL

MISSION STATEMENT

VISION STATEMENT

ARTICLE I – NAME

The name of the organization shall be GREATER HOUSTON AREA FIRE MARSHAL'S COUNCIL being duly formed and operating in accordance with the charter granted by the Texas Secretary of State.

ARTICLE II – GOAL AND OBJECTIVES

The goal of the Greater Houston Area Fire Marshal's Council is to develop a multi-jurisdictional organization to promote the exchange of information, which will be used to improve each jurisdiction's ability to protect and serve the citizens of their communities. The Council's primary objectives are as follows:

1. To promote fire and life safety for the welfare of the citizens of Texas.
2. To reduce the loss of lives and property; through effective fire prevention, public fire education and fire investigation in the Greater Houston Area, the State of Texas and the United States of America.
3. To promote uniformity in adoption and enforcement of fire and life safety codes through the education of the public and private sectors.
4. To promulgate fire and life safety codes and standards to save lives and preserve property.
5. To provide a forum for fire officials to express and confer with issues concerning fire safety, fire prevention, public fire education and fire investigations issues.

6. To form a network of fire officials that will enhance opportunities to assist on another in the investigation of fires and enforcement of codes within their specific jurisdictions.

ARTICLE III – MEMBERSHIP AND VOTING

The Greater Houston Area Fire Marshal's Council is an organization of public agency officials from Southeast Texas dedicated to fire prevention, arson investigation, and public fire education. Membership categories shall include Active, Associate, and Honorary Member.

SECTION 1. ACTIVE MEMBERS

Active Membership is limited to active fire officials, employed by federal, state and local government agencies whose primary responsibilities include the administration and enforcement of fire and life safety codes, fire prevention, fire inspections, public fire education or criminal arson investigation. Active Members shall be approved by a simple majority vote of the Board of Directors.

SECTION 2. ASSOCIATE MEMBERS

Any person or organization interested in fire safety and the principles of education, engineering, enforcement or fire prevention may qualify as an associate member. Associate members shall be approved by a simple majority vote of the Board of Directors.

SECTION 3. HONORARY MEMBERS

Honorary membership may be conferred upon any person who has rendered conspicuous service to the group, its aims and purposes. Nomination for honorary membership shall be submitted in writing to the Board of Directors. Honorary Members shall be approved by a simple majority vote of the Board of Directors.

SECTION 4. COUNCIL MEETINGS

Each Agency shall be limited to one vote, which shall be cast by the member while present at the meeting. Any member is entitled to make a second on a motion and participate in all discussions before the Council membership. The Board of Directors may provide for votes by proxy for certain issues. In the event that a specific issue is open to votes by proxy, the Board of Directors shall notify the membership no less than 10 days prior to the vote and shall provide forms and documents necessary to establish proxy.

SECTION 5. COMMITTEES

All members are entitled to serve and vote on any committee of the Council.

SECTION 6. DUES AND FEES

Membership dues and fees shall be established from time to time by the Board of Directors and may include an initial membership fee and annual dues. An annual schedule of Dues and Fees shall be made available to members at the Annual Meeting.

ARTICALE IV – OFFICERS AND DUTIES

SECTION 1. BOARD OF DIRECTORS

The property, business affairs and policies of the Council shall be vested in the Board of Directors which shall consist of a Director, a Co-Director, Secretary, Treasurer, two Directors at Large, and a Training Director.

SECTION 2. OFFICERS AND DIRECTORS

Each position on the Board of Directors shall be elected by a majority vote of the active members present at the 1st Annual meeting of the Council. The Board of Directors shall consist of active members of the Council at the time of their election shall remain active members during their tenure in office.

SECTION 3. CHAIRPERSON

The Director shall be the Chief Executive Officer of the Council and shall supervise and coordinate the activities of the Council; The Director shall preside at all meeting of the Council and the Board of Directors.

SECTION 4. VICE CHAIRPERSON

In the absence of the Director, the Co-Director shall function as the Chief Executive Officer and shall assume all duties and responsibilities of the Director.

SECTION 5. SECRETARY AND TREASURER

SECTION 5A. The Secretary shall keep records of all meetings of the Council and Board of Directors and maintain files for all records of the Council. The Secretary shall perform other duties as prescribed by the Director.

SECTION 5B. The Treasurer shall be the custodian of all funds of the Council. The Treasurer shall maintain all financial records and shall collect and disperse funds of the Council as authorized by the Board of Directors and/or membership. The Treasurer shall submit a summarized financial report to the membership at each regular meeting. The Treasurer shall submit a comprehensive written financial report annually at the last meeting of the year to the general membership of the Council and shall perform other duties as prescribed by the Chairperson.

SECTION 5C. A member of the council may be elected to hold the offices of Secretary and Treasurer concurrently.

SECTION 6. DIRECTORS AT LARGE

The Directors at Large shall act as advisors to the Officers of the Council and vote on matters brought before the Board of Directors. The Directors at Large shall perform other duties as prescribed by the Board of Directors.

SECTION 7. TRAINING DIRECTOR

The Training Director shall investigate training and continuing education opportunities that would be beneficial and/or interesting to the active membership. The Training Director will publicize all the information he gathers about training and continuing education to the membership of the council. The Training Director shall organize at least 20 hours of continuing education classes, per year, for the membership of the Council. The Training Director shall perform other duties as prescribed by the Board of Directors.

SECTION 8. TERMS OF OFFICE

Terms shall be arranged so that the Director, Co-Director, and Treasurer serve an initial two year term. The Directors at Large, Training Director and Secretary will serve an initial term of one year. After the initial election, each Director shall hold office for two years. After an elected officer of the Council has served one full term, he may be elected for an additional term, but may not serve more than six (6) consecutive years in one office.

SECTION 9. VACANCIES

Should the office of Director become vacant, the Co-Director shall assume all duties for the remainder of the term. Vacancies in other offices shall be filled by the membership in a section election to fill the vacancy. This newly elected person shall serve throughout the remainder of the terminated vacancy.

ARTICLE V – MEETINGS

SECTION 1. REGULAR MEETINGS

Regular meetings shall be held 4 times a year at a time and place designated by the Board of Directors. The business of the Council shall be conducted at the scheduled meetings. No meeting shall be held without prior publication to the membership at least 72 hours prior to the meeting.

SECTION 2. ANNUAL BUSINESS MEETING

An annual meeting shall be designated during the last meeting of each year. The election of Council Officers and changes to the constitution and by-laws of the Council shall be discussed and voted on at the Annual Meeting.

SECTION 3. SPECIAL MEETINGS

Special meetings of the membership or the Board of Directors may, from time to time, be called by the Director or upon the signature of the any four members if the Board of Directors. No special meeting shall be held without prior publication to the membership at least 72 hours prior to the meeting.

SECTION 4. QUORUM

A quorum for any official meeting shall consist of the lesser of a majority of active members or 7 active members present and voting at a regular, annual or special called meeting.

SECTION 5. RULES OF ORDER

All meetings of this Council shall be governed by parliamentary procedures as designed herein. Unless specified by the Constitution or Bylaws, meetings shall be governed by procedures defined in the most recent edition of “Robert’s Rules of Order”.

ARTICLE VI – DISSOLUTION OF THE CORPORATION

The corporation of the Greater Houston Area Fire Marshal’s Council shall be dissolved only by a three-fourths (3/4) vote of the entire membership. A published or served notice shall be given of the meeting for that purpose at least one month before the vote shall be taken. At the time that the dissolution of this corporation takes place, all real property and assets will be transferred to The Shriners Burn Center.

ARTICLE VII – CONFLICT OF INTEREST

SECTION 1. PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization; Greater Houston Area Fire Marshal’s Council’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 2. DEFINITIONS

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- A.** An ownership or investment interest in any entity with which the Greater Houston Area Fire Marshal’s Council has a transaction or arrangement,
- B.** A compensation arrangement with the Greater Houston Area Fire Marshal’s Council or with any entity or individual with which the Greater Houston Area Fire Marshal’s Council has a transaction or arrangement, or
- C.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Greater Houston Area Fire Marshal’s Council is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under The Procedures section of this policy, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 3. PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

A. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

B. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

C. After exercising due diligence, the governing board or committee shall determine whether the Greater Houston Area Fire Marshal's Council can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Greater Houston Area Fire Marshal's Council's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

A. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

B. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest; it shall take appropriate disciplinary and corrective action.

SECTION 4. RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. COMPENSATION

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Greater Houston Area Fire Marshal's Council for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Greater Houston Area Fire Marshal's Council for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Greater Houston Area Fire Marshal's Council, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VIII – AMMENDMENTS

Amendments to this constitution and by-laws to be considered at the Annual meeting shall be presented in writing to the board, sixty (60) days prior to the Annual Meeting. The proposed amendments may be discussed and amended and if passed by a two-thirds majority present shall constitute approval for the amendment change.

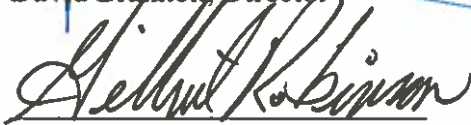
ARTICLE IX – CERTIFICATION

We the undersigned members of the Board of Directors hereby certify the updates and corrections of this Constitution of the Greater Houston Area Fire Marshal's Council by a vote of the membership on the 11th day of February, 2013.

Signed:



David Brannon, Director



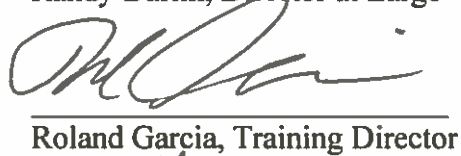
Gilbert Robinson, Co-Director



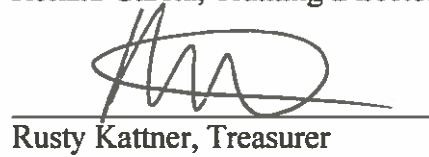
Dennis Harris, Director at Large



Randy Burlin, Director at Large



Roland Garcia, Training Director



Rusty Kattner, Treasurer

ATTEST:



Frank Bengochea, Secretary