

# Bylaws of the Sunrise Beach Volunteer Fire Department

Ratified by the Membership, March 2023

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## Preamble

These Bylaws are subject to, and governed by, the Texas Non-Profit Corporation Act and the Articles of Incorporation of the Sunrise Beach Volunteer Fire Department (hereafter **SBVFD**). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the Texas Non-Profit Corporation Act, the Texas Non-Profit Corporation Act will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of SBVFD, these Bylaws will be controlling.

## Organization

### General

SBVFD is a non-profit corporation and shall have all the powers, duties, authorizations, and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, SBVFD shall neither have nor exercise directly or indirectly in any activity that would invalidate its status as:

- a) a corporation that is exempt from federal income taxation as described in Section 501(c)(4) of the Internal Revenue Code, or
- b) an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or
- c) corresponding sections of any future tax code.

Notwithstanding any other provision of these Bylaws, no member, employee, or representative of SBVFD shall take any action or carry on any activity by or on behalf of SBVFD which is not permitted to be taken or carried on by an organization exempt from federal income taxation under sections 501(a) and 501(c)(4) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under section 170(a)(1) of the Code and its regulations as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in section 170(c)(2) of the Code and its regulations as they now exist or as they may hereafter be amended.

SBVFD is organized and shall be operated exclusively to promote the common good and general welfare of the people of the community as a whole. No part of the net earnings of SBVFD are distributable to its members, officers, board of directors, or other private persons, except that SBVFD shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth.

### Purpose

The purpose of SBVFD is to provide a safer community through trained response which:

- Preserves life and health during medical emergencies.
- Protects people and property during fires.
- Provides assistance during natural and man-made distress.

SBVFD may also be called upon in other situations where it may be of assistance in protecting or promoting the safety and welfare of the public.

SBVFD has the authority and power to maintain the necessary volunteer membership personnel to ensure the corporate purpose is met, and to own, acquire and maintain the necessary property and equipment to best accomplish that purpose.

SBVFD and its Board shall take all necessary steps to become and remain qualified as an Emergency Services Organization and/or governmental entity as required by Texas law to carry out the corporate purpose.

## Offices

The principal physical location of SBVFD is 200 Sunrise Drive, Sunrise Beach, Texas 78643. The mailing address is 124 Sunrise Drive #F, Sunrise Beach, Texas 78643. SBVFD may have such other facilities and offices as the Board of Directors may determine or as affairs may require from time to time.

## Dissolution

Should the Board of Directors of SBVFD conclude that continuing operations would not be in the best interest of either the organization or the community, this corporation may be dissolved pursuant to applicable provisions of the Texas Non-Profit Corporation Act with an affirmative vote of two-thirds of the then-serving Board of Directors and an affirmative majority vote of the Membership.

The Board must create and adopt a Dissolution Plan. This Dissolution Plan shall include using financial assets to resolve any outstanding debts or contracts, distribution of tangible assets, filing a Certificate of Termination with the Texas Secretary of State, and satisfying all other legal requirements that may exist at that time.

Any assets procured through or otherwise encumbered by an existing contract with an Emergency Services District or other State-authorized entity shall be assigned or returned to that entity per the terms of said contract. Remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(4) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Should there be any further assets, those shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization(s) as the court shall determine to be organized exclusively for such purposes.

## Board of Directors

### General Powers and Responsibilities

SBVFD shall be governed by a Board of Directors ("the Board"), which shall have all the rights, powers, privileges, and limitations of liability of Directors of a nonprofit corporation organized under the Texas Non-Profit Corporation Act. The Board shall establish policies and directives governing business and programs of SBVFD and shall delegate to the Directors and members, subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed.

### Number and Qualifications

The Board shall consist of seven (7) members. Only Voting members of SBVFD are eligible to serve on the Board, and further eligibility limitations may be stipulated in other parts of these Bylaws.

## Term and Elections

Board members shall serve two-year staggered terms. The membership may present nominations for new and renewing Board members during the first quarter of each fiscal year. The Board will confirm or deny the eligibility of each nominee, then present them to the membership for a vote in April. New and/or renewing Board members shall be those nominees receiving the highest relative number of votes.

## Chief of the Department

The Board shall appoint a Chief, who shall further establish qualifications for, appoint, and manage such officers as he/she deems necessary. The Chief and Officers form the Operational Command staff who serve as leaders of SBVFD in the day-to-day performance of its mission and duties. The Chief serves without term limit until resignation, retirement, or replacement by a majority vote of the Board. Additional qualifications and expectations of Operational Command will be defined by the Board and communicated to the Chief as required.

As long as the position of Chief is held by an unpaid volunteer Member, one seat on the Board shall always be held by the Chief and is not subject to election. This Member is prohibited from holding any other corporate office within SBVFD. When a new Chief is appointed, that member shall immediately assume the Board seat held by the outgoing Chief. Should the position of Chief be held by a paid employee of SBVFD, this reserved Board seat shall revert to being the same as all others.

## Officers and Duties

The Board shall elect officers of SBVFD which shall include a President, a Secretary, a Treasurer, and such assistants and other officers as the Board shall from time to time require. Any officer or agent elected or appointed by the Board may be removed at any time by the affirmative vote of a majority of the Board. One person may hold any two or more offices, except the President and Secretary.

All officers must be members of the Board during their terms of office and shall be elected for a one-year term. The officers of the Board shall be elected annually by the Board at regular Board meetings as terms expire or vacancies otherwise arise. A vacancy occurring in any office due to death, resignation, removal, disqualification, or any other reason may be filled by the Board for the unexpired portion of the term of office left vacant.

**President** – The President shall preside at meetings and have the power to call meetings. The President shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all the business and day-to-day affairs of SBVFD. The President may sign contracts and other instruments on the organization's behalf.

**Secretary** – The Secretary shall (a) cause the minutes of all Board and Executive Committee meetings and proceedings to be recorded, (b) certify the accuracy of such minutes, (c) cause notice of all meetings to be given, (d) attest the signatures of ORGANIZATION'S officers and Board members as required, (e) sign correspondence on behalf of the Board, and (f) have all other powers assigned by the Board, the President, or these Bylaws.

**Treasurer** – The Treasurer shall have access to and maintain records of all receipts, disbursements, assets, and liabilities of SBVFD, and shall report to the Board on the condition of such records and the overall financial condition of SBVFD whenever requested by the Board, and at least quarterly.

## Compensation

The Board shall receive no compensation other than actual and reasonable expenses associated with conducting SBVFD business. However, provided the compensation structure complies with all other sections of these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the organization in any other capacity and receiving compensation for services rendered.

## Vacancies

Vacancies on the Board may be filled by a majority vote of the Board in any meeting at which a quorum is present. This appointee shall serve until such time as the Membership may nominate and elect a replacement. A Board member elected or appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

*Resignation* – Each Board member shall have the right to resign at any time upon written notice thereof to the Board President or Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

*Removal* – Should there be cause to believe that a Board member has acted in violation of his or her duties or responsibilities to SBVFD, that member may be removed at any duly constituted meeting of the Board by an affirmative, unanimous vote of remaining Board members.

## Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board, subject to other stipulations elsewhere in these Bylaws. The President or any four regular Board members may call a special meeting of the Board on three days' notice to each member of the Board. Notice shall be served to each Board member via hand delivery, US mail, or e-mail. The person or persons authorized to call special meetings of the Board may fix any place, so long as it is reasonable.

## Action by Written or Electronic Consent

Any action that may be taken at a meeting of the Board may be taken without a meeting if consent setting forth the action so taken shall be agreed to by all Board members. Such consent shall be placed in the minutes and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' consent may be executed in multiple written counterparts or copies, each of which shall be deemed original for all purposes. In addition, facsimile signatures, electronic signatures, email, or other electronic "consent click" acknowledgments shall be effective as original signatures.

## Minutes

At meetings of the Board, business shall be transacted in such order as the Board may determine from time to time. In the event the Secretary is unavailable, the Board President shall appoint a person to act as Secretary at each meeting. The Secretary, or the person appointed to act as Secretary, shall prepare minutes of the meetings which shall be made available to the Board for approval and inclusion in the permanent records.

## Quorum

At each meeting of the Board, the presence at least one-half of the members then serving on the Board (but in no case less than three) shall constitute a quorum for the transaction of business. If any vote by the Board results in a tie, the vote of the President shall be the deciding vote.

The act of the majority of the Board members serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by these Bylaws or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committee if during the meeting he or she is in electronic communication with the other Board members participating in the meeting.

## Proxy

A Board member who is unable to attend a meeting of the Board or a Board Committee may vote by written proxy given to any other voting member of the Board or Committee or designated staff member who attends the meeting in question. However, a vote by proxy will not be counted toward the number of Board members needed to be present to constitute a quorum for the transaction of business. No proxy shall be valid after three months from the date of execution. Each proxy shall be revocable unless expressly stated therein to be irrevocable or unless made irrevocable by law.

## Attendance

An elected Board member who is absent from three consecutive regular meetings of the Board during a fiscal year is encouraged to re-evaluate with the President his/her commitment. The Board may deem a Board member who has missed three consecutive meetings without such a re-evaluation with the President to have resigned from the Board.

## Membership

### Eligibility

Membership is open to anyone residing either full or part-time within the designated SBVFD response area, subject to age and other restrictions that may be contained in these bylaws. Anyone under 18 years of age must be also have written approval from a parent or legal guardian.

### Application

Potential new Members must fill out a written application. Membership applications shall be considered solely upon the merits of the applicant, and under no circumstances shall the applicant be judged by gender, race, ethnicity, or creed.

### Requirements

Members shall regularly participate in training, meetings, calls, and other activities of SBVFD according to the standards outlined in these bylaws for each classification. Members shall adhere to requirements and standards of conduct as published in the Member Handbook, including any and all official operational procedures, guidelines, and training requirements.

Members and applicants may at any time be required to consent to a background check which may include criminal history, five-year driving record, sexual offender, and social security number verification. Membership may be denied, restricted, or terminated for Individuals with unsafe driving records or criminal histories which may affect the perception of SBVFD or might otherwise present undue risk to the life, health, safety, or property of others.

### Membership Classifications and Status

*Responding Members* – Responding members must be at least 18 years of age and have successfully completed the Probationary phase or graduated from another membership status as described elsewhere in these Bylaws. Responding members may fill any role and perform any and all duties assigned by Operational Command that are consistent with their abilities, training, and willingness to perform. Responding members are also Voting members.

In any rolling twelve-month period, Responding members must attend and actively participate in at least half of all scheduled training exercises and business meetings, one Board meeting, and 25% of the calls pertaining to their duty assignments unless granted a leave-of-absence by the Chief.

Any Responding member who fails to meet these requirements or who has been completely inactive for more than 90 days (without being granted a Leave of Absence by the Chief or the Board of Directors) shall automatically be changed to Probationary.

*Auxiliary Members* – Auxiliary members must be at least 16 years of age. The role of an Auxiliary member is to assist and support SBVFD in the execution of its mission. Except to provide aid and relief in designated safe areas, Auxiliary members are not trained or authorized to actively participate in emergency response.

To become a Voting member, an Auxiliary member shall complete one year of active service during which they must attend at least two scheduled training exercises, two business meetings, one Board meeting, and one other official SBVFD meeting or event, then be confirmed by a simple majority vote of the membership present at any duly constituted business meeting. The same level of ongoing participation described above must be maintained over any rolling twelve-month period in order to for an Auxiliary member to remain a Voting member.

At any time after having completed one year of active service as a Voting member, and meeting all other applicable requirements specified in these bylaws, an Auxiliary member may be considered for Responding membership without a further Probationary period, subject to a positive recommendation by the Chief and a simple majority vote of the membership present at any duly held business meeting.

*Retired Members* – Responding or Auxiliary members who choose to retire after at least five years of active (non-probationary) service may become Retired members. Retired members serve no designated role in SBVFD activities and are not subject to any training or attendance requirements. Retired Voting Members maintain their Voting status for a period of three years and remain eligible to serve on the Board indefinitely.

*Voting Members* – Voting membership is limited to Responding, Auxiliary, and Retired members who meet and maintain the eligibility and attendance requirements defined under the appropriate sections above. They may cast votes on any matter brought before the membership at any duly constituted business meeting and may be granted other privileges and benefits by the Board from time to time.



*Probationary Members* – Probationary members must be at least 18 years of age. They are not Voting members and may be subject to other restrictions imposed by the Chief and/or the Board. Probationary members may be assigned any duties and tasks by Operational Command that are consistent with their abilities, training, and willingness to perform.

After a period lasting no less than 60 and no more than 180 days during which the Chief will set and monitor appropriate participation and attendance requirements, the Chief may present a Probationary member for induction or reinstatement by a simple majority vote of the membership present at any duly held business meeting. Alternatively, the Chief may recommend to the Board that the candidate or member be dismissed without further consideration, in which case the Board will make the final determination. In no case shall Probationary status last more than 180 days without induction/reinstatement, or dismissal.

Time spent as a Probationary member does not count or accrue toward longevity required for eligibility to vote, hold office, or receive any other benefits of active membership in SBVFD. During a probationary period, all other membership requirements must continue to be met to be considered for induction or reinstatement.

*Junior Members* – Junior members must be between 12 and 18 years of age. Junior membership is a program designed to educate youth about the nature and requirements of emergency response, training, and other activities in a limited fashion under the direct supervision of active members. Except to provide aid and relief in designated safe areas alongside active members, Junior members are not trained or authorized to actively participate in emergency response.

Junior members are not Voting members. Upon reaching 18 years of age contiguous with having completed at least one year of service and meeting all other applicable requirements specified in these bylaws, a Junior member may be considered for Responding membership without a further probationary period, subject to a positive recommendation by the Chief and a simple majority vote of the membership present at any duly held Business meeting.

In any rolling twelve-month period, Junior members must attend and observe at least six scheduled training sessions and assist in one official SBVFD fundraising or community service event. They must also attend at least two business meetings and are encouraged to attend at least one Board meeting in that same period. Failure to comply may result in dismissal from the Junior member program.

## Disciplinary Actions

The Chief may take immediate action regarding blatant violation of the policies of SBVFD by any member. These actions may include, but are not limited to, change of duty assignments and restrictions, Probationary status, or dismissal from SBVFD. The affected member has the right to appeal to the Board no later than the next regularly scheduled Board meeting, at which time the situation will be reviewed, and a final decision rendered.

## Committees

### General

The President may designate and appoint committees of the Board as deemed necessary and is a de facto member of all committees. Each committee shall be chaired by a Voting member appointed by the

President or, at the President's discretion, selected by the committee members and subject to the approval of the Board. Any member is eligible to serve on any committee, at the discretion of the President.

## Standing Committees

The Board shall maintain the following standing committees: Finance, Strategic Planning, Fundraising, and Development.

*Finance Committee* – The Finance Committee shall be composed of three or more members, one of whom shall be the Treasurer. The Finance Committee shall oversee all financial operations of the organization, develop reporting standards and fiscal plans, procure and review any and all external audits, and prepare and recommend an annual operating budget to the Board.

*Strategic Planning Committee* – The Strategic Planning Committee shall be composed of three or more members, one of whom shall be the Chief. The Strategic Planning Committee shall evaluate strengths and weaknesses in SBVFD's past and projected ability to carry out its mission, develop operational goals, and suggest resource allocation and investment plans to reach those goals. The Strategic Planning Committee shall prepare and recommend an annual capital expenditure budget to the Board.

*Fundraising Committee* – The Fundraising Committee shall be composed of three or more members, and shall be responsible for planning, organizing, and executing SBVFD's fundraising activities. The Fundraising Committee shall appoint and oversee subcommittees charged with conducting specific events or drives.

*Development Committee* – The Development Committee shall be composed of three or more members and shall focus on raising overall visibility and awareness of SBVFD in the community, as well as supporting the organization in furtherance of its membership recruiting efforts.

## Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## Rules

Each committee may adopt rules for its own meetings and other procedures, provided they are not inconsistent with these Bylaws or with rules adopted by the Board.

## Training, Meetings, and Events

### Calendar

The Chief and the Board shall maintain a perpetual, rolling calendar of scheduled training exercises, meetings, and other official VFD events. This calendar will extend at least 90 (ninety) days into the future and will be posted on the VFD membership website and on the bulletin boards at all stations. Members are expected to consult this calendar regularly to maintain compliance with attendance requirements. Complete records of the dates, times, and attendance at all meetings will be maintained.

### Training Exercises

The purpose of training exercises is to maintain operational readiness and ensure that the VFD can safely and effectively carry out its mission. Training exercises shall be held as often as required by

Operational Command, but no fewer than 10 (ten) times per calendar year. They shall be of sufficient duration to accumulate at least 8 (eight) training hours per quarter and shall be designed to meet the requirements of any and all agencies having legal or contractual authority over SBVFD practices and certification. Training will be conducted by the Training Officer and/or others designated by the Chief.

The topic(s) to be covered in each training exercise shall be clearly defined, and a post-training summary will be prepared and combined with the attendance report as part of the permanent VFD records.

### Business Meetings

The purpose of business meetings is to inform the membership of the overall state of the VFD and take any action that requires voting or other input from the membership at large. The voting members present constitute a quorum. Minutes of any formal actions taken will be prepared and made part of the permanent VFD records.

Business meetings shall be held no fewer than 8 (eight) times per calendar year and will be conducted by the President or a designated representative. They will typically be held in conjunction with a training exercise or other scheduled membership meeting or event, but may also be called at other times by the President or the Chief as necessary with at least 30 (thirty) days' notice provided to the membership.

### Board Meetings

Board Meetings shall be held no fewer than 8 (eight) times per year in accordance with rules set forth elsewhere in these Bylaws pertaining to the Board of Directors.

### Committee Meetings

All standing and ad-hoc committees shall meet as may be specified elsewhere in these Bylaws, or at such intervals as necessary to effectively perform the duties with which they are charged. Committee meetings will be placed on the official calendar.

### Other Meetings and Events

SBVFD may conduct, host, and/or sponsor other meetings and events from time to time for purposes including but not limited to fundraising, education, community relations, and member appreciation. All such events shall be subject to approval by the Board and will be placed on the official calendar.

## Finances and Contracts

### Fiscal Year and Audit

The fiscal year of SBVFD shall be from October 1st to September 30th. At the end of each fiscal year, the Treasurer shall cause an outside certified public accountant to audit the organization's books and financial records.

### Annual Budget

Prior to the beginning of each fiscal year, the Board shall adopt an annual budget specifying major anticipated expenditures by type and amount. This shall include both operational and capital projections.

## Records

SBVFD shall keep correct and complete books and accounting records and shall also keep minutes of the proceedings of its Board.

## Purchasing Policy

The Board shall adopt and maintain a Purchasing Policy which clearly defines the mechanisms, restrictions, and necessary approvals for the expenditure of SBVFD funds.

## Contracts and Grants

The Board may generally perform all acts necessary for a full exercise of the powers vested in it, and may authorize any officer(s) or agent(s) of SBVFD to enter into contracts, leases, and agreements with, and accept grants and loans from:

- The United States and its departments and agencies.
- The State of Texas and its agencies, counties, municipalities, and political subdivisions.
- Public or private corporations, foundations, and persons.

The President shall have authority to enter into such contracts and expend such funds on behalf of the organization as the Board may specify.

## Contracts Involving Members

Upon full disclosure of a direct or indirect interest in any contract relating to or incidental to the operations of SBVFD, members may be permitted to maintain a direct or indirect interest in any such contract, notwithstanding that at such time they may also be acting as individuals, or trustees of trusts, or beneficiaries of trusts, members or associates, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, trustees, or otherwise; provided, however, that any contract, transaction, or action taken on behalf of SBVFD involving a matter in which a member is personally interested as a shareholder, trustee, or otherwise shall be at arm's length and not in violation of the proscriptions in the Articles of Incorporation or these Bylaws which prohibit SBVFD's use or application of its funds for private benefit.

No such contract, transaction, or act shall be taken on behalf of SBVFD if such contract, transaction, or act would result in denial of exemption from federal income taxation under the Code and its regulations, as they now exist or as they may hereafter be amended. In no event, however, shall any person or entity dealing with members of SBVFD be obligated to inquire into the authority of the member to enter into and consummate any contract, transaction or take other action.

Any member who would directly or indirectly benefit from a contractual relationship as described above shall not participate in the decision on whether that contract is granted or that the member in question shall be permitted by the Board to maintain such an interest.

## Accounts, Checks, Drafts, and Orders for Payment

All financial accounts shall remain under the direct and exclusive control of the Board of Directors of SBVFD. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of SBVFD shall be signed only by such officer(s) and in such manner as shall from time to time be determined by resolution of the Board.

## Credit and Debit Cards

The Board may issue or cause a financial institution to issue credit and/or debit cards associated with properly established and approved SBVFD accounts to such officers and agents as it sees fit. These instruments are to be used solely for transactions approved by the Board and may be recalled or cancelled at any time by resolution of the Board.

## Deposits

All funds of SBVFD shall be deposited from time to time to the credit of SBVFD in such banks, trust companies, or other depositories as the Board shall select.

## Acceptance of Donations and Gifts

The Board may accept on behalf of SBVFD any cash contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of SBVFD. Prior to acceptance of a significant non-cash contribution, gift, bequest, or devise, the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or devise by SBVFD would be consistent with and further the purposes of SBVFD.

## Investments

SBVFD shall have the right to retain all or any part of any property – real, personal, tangible, or intangible – acquired by it in whatever manner and pursuant to the direction and judgment of the Board. SBVFD may invest and reinvest any funds held by it in any class of investments available to it, except as restricted by law or any similar rule.

## Miscellaneous

### Amendments

These By-Laws may be amended only after the complete wording of the change has been presented in writing to the Board. The Board shall determine the value of said amendment(s) which must then be approved by the affirmative vote of a majority of the then-serving Board of Directors.

At the first business meeting following Board approval, the amendment(s) shall be presented to the membership and made available via printed and/or electronic means for subsequent review by the voting members. A vote will be held at the next business meeting, and a majority of the voting members present is required to adopt the amendment(s).

### Headings and Captions

Section headings and captions are inserted in these Bylaws for convenience only and in no way define, limit, or describe the scope or intent of these Bylaws, or any provision hereof, nor in any way affect the interpretation of these Bylaws.

### Severability of Clauses

If any provision of these Bylaws is held illegal or unenforceable in a judicial proceeding, such provision shall be severed and shall be inoperative, and the remainder of these Bylaws shall remain operative and binding.