

BYLAWS of the TEXAS GULF COAST REGIONAL
VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTERS



**Texas Gulf Coast Regional
Voluntary Organizations
Active in Disaster**

COOPERATION | COMMUNICATION | COORDINATION | COLLABORATION

**BYLAWS
of the**

**TEXAS GULF COAST REGIONAL
VOLUNTARY ORGANIZATIONS ACTIVE IN DISASTERS**

Adopted August 5, 2013. Revised and Approved May 9, 2018,
November 14, 2018, and May 10, 2023, and January 21, 2026

THIS AGREEMENT of the Members of the Texas Gulf Coast Regional Voluntary Organizations Active in Disaster (TGCROAD) replaces any previous agreements.

Article I – Name and Principal Office

The name of this organization shall be the Texas Gulf Coast Regional Voluntary Organizations Active in Disaster (TGCROAD). It is a local counterpart of the State of Texas Voluntary Organizations Active in Disaster (TXVOAD) and the National Voluntary Organizations Active in Disaster (NVOAD). Its Members are voluntary organizations and nonprofit organizations active in a disaster in Austin, Brazoria, Chambers, Colorado, Fort Bend, Galveston, Harris, Liberty, Matagorda, Montgomery, Walker, Waller, and Wharton counties (the TGCROAD service area).

A. Principal Office

The principal office and location of the TGCROAD shall be at such place as may be designated from time to time by the Executive Committee.

B. Registered Office and Registered Agent

The TGCROAD shall have and continuously maintain a registered office and a registered agent whose office is identical with such registered office and may have other offices within the State of Texas as the Executive Committee may from time to time determine.

Article II - Purpose

TGCROAD is an association of voluntary organizations or Members. Each Member maintains their own identity and independence. TGCROAD is not intended to compete with any Member organization.

Members and Partners work closely with government

authorities at all levels to:

- coordinate disaster response activities,
- improve service,
- foster a more effective response to the people of the counties served, and
- avoid duplication of services.

TGCROAD provides a forum that promotes cooperation, communication, coordination, and collaboration to foster the effective and efficient delivery of Member services.

A. Cooperation

We acknowledge that no single organization has all the answers for all the challenges that arise during disasters. Our Members and Partners recognize that by working together, acting as partners, and learning from each other, we can more effectively respond to a disaster and help rebuild a community. We foster a climate of cooperation between all TGCROAD Members, Partners, and government.

B. Coordination

We seek to match resources and services to needs by recognizing the strengths and assets of each Member and Partner organization. We strive to coordinate our responses and provide effective service to the impacted community rather than working competitively.

C. Communication

TGCROAD Members and Partners engage in regular information sharing about capacities, accomplishments, and commitments. As a network, TGCROAD promotes and facilitates information sharing, creates opportunities to listen to each other, and maintains a channel for dealing openly with concerns.

D. Collaboration

Through forming strategic partnerships and establishing shared goals, our Members and Partners work together to each undertake specific projects that help achieve those goals.

Article III - Members and Partners

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A. Types of Membership and Qualifications

There are two types of memberships – Member and Partner, defined as follows:

1. Member Organizations (“Members”)
 - a) must be organized and operated exclusively for religious, charitable, or educational purposes,
 - b) must have a program (resources or services) that addresses disaster preparedness, mitigation, response, or recovery,
 - c) must provide resources or services to residents of some portion of the TGCRVOAD service area.
 - d) must have a not-for-profit structure and
 - 1) have tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of the United States, or
 - 2) be designated as a nonprofit corporation,
 - 3) or be an unincorporated nonprofit association by the State of Texas Secretary of State Office.
2. Partner Organizations (“Partners”)
 - a) are government agencies, public health agencies, individuals, foundations, educational and research institutions, associations, or other non-governmental organizations.
 - b) must have jurisdiction over or offer a program (resources or services) that addresses disaster preparedness, mitigation, response, or recovery. must have jurisdiction over or provide resources and services in some of the TGCRVOAD service area.
3. Member and Partner Organizations
 - a) must have a policy for the commitment of resources and services to meet the needs of people affected by disaster without discrimination regarding race, creed, gender, age, or sexual orientation.
 - b) must agree with the TGCRVOAD Consensus of Engagement.

B. Application and Approval

1. Organizations requesting Membership or Partnership shall submit a completed Membership Application to TGCRVOAD describing their intended commitment to TGCRVOAD and define the resources and services they provide in one or more phases of a disaster.
2. Applications for Membership and Partnership must be approved by a majority of the Membership and Engagement Committee, the Executive Committee, and the General Membership, in that order.
3. The Membership and Engagement Committee may counsel organizations not qualifying for

Membership or Partnership on any issues they need to address to be eligible for Membership or Partnership.

C. Termination of Membership

1. TGCRVOAD may terminate an organization's Membership or Partnership if it determines that the organization no longer qualifies as a Member or a Partner.
2. The organization must be given 90 days' notice before any vote and must be given the opportunity to address the concerns of the Executive Committee and the General Membership.
3. Termination shall require a vote of four-fifths of the Executive Committee AND two-thirds of the General Membership at a properly called meeting.

D. Membership Directory

TGCRVOAD Membership Directory will comprise Members and Partners and serve as the document of record for identifying the voting representative for each Member.

Article IV - Representation of Members and Partners and Voting

A. Representation

1. Members and Partners must appoint a Primary Representative for their organization at meetings of TGCRVOAD.
2. Members and Partners are encouraged to appoint an Alternate Representative to represent their organization in the absence of their Primary Representative.
3. The Primary and Alternative Representatives will receive notifications from TGCRVOAD, including meeting announcements.
4. Members and Partners may change their Primary or Alternate Representative by updating their information in the Membership Directory.

B. Voting

1. Eligibility to Vote

Members in good standing, as defined in the Consensus of Engagement, can vote through their appointed Primary or Alternate Representatives. Each Member in good standing has one vote.
2. Voting List
 - a. The Membership Directory identifies the authorized representative to cast the Member organization's vote. It is the Member's responsibility to keep this information current.

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A Member may designate any representative from their organization to cast their organization's vote.

- b. The Member must record any change in voting representation in the Membership Directory or present a written request signed by the Member's Primary Representative to appoint another representative to cast the Member's vote to the Secretary.
- c. The Secretary shall determine who will cast each Member's vote based on the information in the Membership Directory and any written notifications presented at the meeting.

3. Voting by proxy shall not be allowed.

C. Quorum

The Members attending a properly called meeting shall constitute a quorum.

Article V - Meetings

A. General

1. All TGCRVOAD meetings shall be guided by the current version of Robert's Rules of Order except as otherwise provided in these Bylaws. TGCRVOAD General Membership Meetings are open to Members, Partners, and Invited Guests. Attendance at Committee Meetings and Workgroup Meetings is limited to committee and workgroup members and invited guests.
2. A Primary Representative represents Member and Partner organizations. Other representatives can attend meetings and engage in discussion at the discretion of the Chair. The intent is that there is a reasonable exchange of ideas in a timely fashion without monopoly by multiple representatives of a single organization.
3. Any meeting may be held electronically.

B. General Membership Meetings and the Annual General Membership Meeting

1. There will be a minimum of four General Membership Meetings of TGCRVOAD per calendar year at times and locations determined by the Executive Committee. One of the General Membership Meetings shall be the Annual General Membership Meeting to elect officers.
2. Member and Partner organizations will be notified of General Membership Meetings at the beginning of each calendar year. The notification shall be made by email or other communication channels to the Primary and Alternate Representatives in the Membership Directory. The notification shall constitute proper notice for conducting business at any

regular or annual meeting.

3. Members will be notified three weeks before any change to a regularly scheduled General Membership Meeting.
4. A courtesy reminder will be sent out one week before any meeting.

C. Special General Membership Meeting

1. Special Membership Meetings may be called by any member of the Executive Committee or at the request of ten percent of the Members entitled to vote.
2. Special General Membership Meetings must be called for a specific purpose or purposes.
 - a. No other business may be considered at a Special General Membership Meeting except by unanimous consent of the entire voting membership of TGCRVOAD.
 - b. Such consent may be obtained before or after such a special meeting, but until such consent is obtained, action on matters not identified in the purpose of the special meeting shall not be valid.
3. Members and Partners will be notified of a Special General Membership Meeting at least two weeks before. The notification shall be made by email or other communication channels to the Member's or Partner's Primary and Alternate Representative listed in the Membership Directory
4. A courtesy reminder will be sent out one week before the special meeting.

D. Response Coordination Meetings

1. Response Coordination Meetings may be called at any time by the Chair, Vice Chair, or Executive Committee with minimal notice.
2. Response Coordination Meetings are held to facilitate the coordinated response of the Members and Partners during disaster events (or drills) and to facilitate the work of the TGCRVOAD.

E. Response Coordination Meetings are open to Members, Partners, and those organizations with specific response or recovery responsibilities concerning TGCRVOAD Members, Partners, and other invited guests.

F. Committee and Workgroup Meetings

The Committee or Workgroup Chair calls Committee and Workgroup Meetings. Their scope is limited by these bylaws, or the Workgroup Charter set by the Executive Committee.

G. Minutes

1. The TGCRVOAD Secretary or Member representative, as designated by the Chair in the Secretary's absence, shall take all meeting minutes.
2. Meeting minutes shall be distributed

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electronically to Members and Partners within five business days of the meeting. Any edits to the meeting minutes must be suggested electronically two weeks before the next meeting. Updated meeting minutes shall be provided at the next general meeting for approval unless otherwise arranged with the Secretary.

3. Minutes of Response Coordination Meetings shall be distributed within four hours to ensure all Members and Partners have accurate situational awareness of the disaster.

Article VI - Officers

A. Chair

1. The Chair shall be the principal executive officer of TGCRVOAD and, subject to the control of the Executive Committee, shall generally supervise and control all business and affairs of the organization.
2. The Chair shall preside at all meetings of the General Membership and Executive Committee.
3. The Chair shall generally perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Executive Committee from time to time.
4. The Chair has an ex-officio seat on TGCRVOAD committees, convenes meetings, and provides leadership.
5. The Chair nominates committee chairs to be voted on by the officers. The Chair may engage in external contracts with the voting membership's consent.
6. The Chair designates official TGCRVOAD representatives for any activated Emergency Operation Centers (EOCs) in the region.

Vice Chair

1. The Vice Chair shall preside at meetings of TGCRVOAD and the Executive Committee in the absence of the Chair.
2. The Vice Chair shall assume the Chair's office if the Chair cannot complete their term.
3. The Vice-Chair shall also perform such other duties as may be assigned by the Executive Committee.

B. Secretary

1. The Secretary shall keep the TGCRVOAD General Membership and Executive Committee meeting minutes.
2. The Secretary shall be the custodian of TGCRVOAD records.

3. The Secretary shall keep the email address of each

Member, their Primary and Alternate Representative and their current voting status, and the email addresses of the Partners, their Primary and Alternate Representatives and the Executive Committee members.

C. Treasurer

1. The Treasurer shall have charge and custody of and be responsible for all funds of TGCRVOAD.
2. The Treasurer shall receive and give notice and receipts for moneys due and payable to TGCRVOAD from any source.
3. The Treasurer shall deposit all such monies in the name of TGCRVOAD in such banks, trust companies, or other depositories as shall be selected and in accordance with these Bylaws or as otherwise required.
4. The Treasurer shall prepare the budget, present the financial report at the general meetings, file the necessary IRS and State of Texas forms, and maintain the financial records of TGCRVOAD.
5. The Treasurer shall, in general, perform all of the duties incident to the office of Treasurer and perform such other duties as may be assigned to them by the Executive Committee from time to time.

D. Election of Officers

1. Nominees for officers will be made at a meeting before the Annual General Membership Meeting by the Members. Additional nominees may be added to the slate from the floor before the election. Nominations must be seconded by a Member to be accepted.
2. Each officer's term shall be for two years, with a maximum of three (3) consecutive terms in any given office ending after the next election meeting. Each position is voted on every other year (e.g., Chair and Secretary in the even years, Vice Chair and Secretary in the odd years).
3. The term of office begins at the conclusion of the Annual General Membership Meeting.
4. Officers must be a staff member or volunteer of a TGCRVOAD Member in good standing and must be the Member's Primary or Alternate Representative.
5. A one-year absence from the Executive Committee must occur before becoming eligible for an Officer's position after completing a third consecutive term.

6. Notwithstanding the expiration of their term,

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each officer shall continue to serve in office until a successor shall be duly elected and shall have qualified or until their death or until they shall have resigned or been removed from office.

E. Vacancies

1. When an officer's position is vacated, the Executive Committee will appoint a Primary or Alternate Member Representative to serve the unexpired term.
2. The Vice Chair will become the new Chair to ensure continuity of leadership; however, if the Vice Chair cannot fulfill the Chair position for the defined term, nominations must be made at this time for the Chair position, and an election meeting must take place to fill this role.

F. Removal

A two-thirds vote of the General Membership may remove any officer.

Article VII - Standing Committees and Workgroups

- A. The Chair will nominate a person to serve as the Committee Chair for each Standing Committee from among the Primary or Alternate Representatives of the Members in good standing. The Executive Committee must approve the nominees.
- B. Committee Chairs serve for one-year terms, from election meeting to election meeting, and may not serve on a Standing Committee for more than four consecutive terms. Standing Committees The Membership & Engagement Committee, led by the Membership & Engagement Chair, shall oversee the recruitment, engagement, retention, and good standing of Member and Partner organizations, and shall promote strong participation in the work of the TGCRVOAD.
- C. Duties of the Chair and Committee:
 1. The Membership & Engagement Chair shall lead, and the Committee shall support and participate in, the following duties:
 - Member Recruitment and Onboarding - Recruit new Member and Partner organizations and conduct onboarding consistent with VOAD values, the 4Cs, and operational expectations.
 - Orientation and Education - Provide new Member organizations with orientation on participation requirements, reporting practices, collaboration platforms, and deployment protocols.
 - Member Engagement and Retention - Foster strong relationships with existing Members, monitor participation, and encourage active involvement in meetings, committees, exercises, and VOAD initiatives.
 - Maintain Membership Records - Keep accurate

rosters, contact information, Primary Representatives, and required documentation current in coordination with the Secretary.

- Dues and Good Standing Compliance - Track annual dues, verify Member eligibility for voting, and monitor compliance with participation requirements established by these bylaws.
 - Promote Communication and Collaboration - Encourage Member use of collaboration and information-sharing platforms and disseminate opportunities for training, exercises, workgroups, and deployments.
 - Support Committees and Workgroups - Assist committee chairs with identifying, recruiting, and sustaining Member participation in workgroups and other collaborative efforts.
 - Outreach and Inclusion - Develop strategies to broaden VOAD representation and engage sectors or communities not yet fully connected to the VOAD.
 - Activation Support - Ensure Member organizations understand check-in/check-out processes, situational reporting expectations, and coordination requirements during activations.
 - Annual Review and Improvement:
 - Conduct an annual review of membership processes and make recommendations to improve Member engagement, retention, and alignment with state and national VOAD standards.
2. The Education and Training Chair shall lead, and the Committee shall support and participate in, the following duties:
 - Training Needs Assessment – Identify training needs across the TGCRVOAD membership and assess gaps in preparedness, response, and recovery capabilities.
 - Curriculum Development – Develop, update, and recommend training content aligned with NVOAD standards, ICS/NIMS principles, and VOAD best practices.
 - Training Delivery – Coordinate and deliver workshops, exercises, webinars, and other educational offerings for Member and Partner organizations.
 - Blue-Sky Preparedness – Promote participation in preparedness activities, including drills, tabletop exercises, and cross-training opportunities.
 - Resource Coordination – Maintain a catalog of available training resources, subject-matter experts, and partner-led training opportunities.
 - Training Records Management – Track participation and maintain records of trainings completed by Member organizations.

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- Capacity Building – Identify opportunities to strengthen Member capabilities through collaborative training and shared expertise.
 - Annual Review and Improvement – Evaluate the effectiveness of training programs annually and recommend improvements.
3. The Communications Chair shall lead, and the Committee shall support and participate in, the following duties
- Internal Communication Support – Maintain clear and timely communication with Member organizations regarding meetings, initiatives, activations, and opportunities.
 - External Messaging – Develop and disseminate public-facing messages, announcements, and updates that reflect TGCRVOAD's mission and activities.
 - Digital Platforms Management – Support the operation and content of VOAD communication channels (website, social media, newsletters, listservs, Aid.Arena, etc.).
 - Brand Consistency – Ensure all communications reflect consistent branding, tone, and messaging in accordance with VOAD guidelines.
 - Crisis Communication Assistance – Support the dissemination of information during activations, including situational updates and coordination messages.
 - Member Highlights & Storytelling – Promote Member accomplishments, community impact stories, and collaborative successes to strengthen engagement.
 - Information Accessibility – Ensure communications are inclusive, clear, and accessible to all Member organizations and audiences.
 - Annual Review and Improvement – Conduct an annual review of communication strategies and recommend updates to improve clarity, reach, and engagement.
4. The Operational Collaboration Chair shall lead, and the Committee shall support and participate in, the following duties:
- Capability Mapping – Maintain a current understanding of Member capabilities, resources, and operational strengths across the disaster cycle.
 - Coordination Frameworks – Develop and refine processes that enhance Member-to-Member and Member-to-EM coordination before, during, and after disasters.
 - Activation Support – Facilitate collaboration during activations, including identifying resource gaps, brokered partnerships, and complementary missions.
 - Workgroup Coordination – Lead or assist with operational workgroups (feeding, debris, muck & gut, chainsaw, sheltering, disaster casework, etc.).
 - Resource Sharing Protocols – Promote the development and use of shared resource systems (e.g., check-in tools, SitRep formats, resource requests).
 - Operational Readiness – Encourage coordinated planning, exercises, and pre-incident collaboration among Member organizations and emergency management.
 - After-Action Improvement – Support after-action reviews and collect lessons learned to strengthen operational alignment.
 - Annual Review and Improvement – Evaluate operational collaboration processes annually and recommend improvements.
5. The Spontaneous Volunteer Chair shall lead, and the Committee shall support and participate in, the following duties:
- Volunteer Intake Systems – Develop and maintain systems for registering, vetting, and assigning spontaneous unaffiliated volunteers (SUVs).
- Credentialing & Screening – Coordinate processes for background checks, skills assessments, and role-based screening where appropriate.
 - Volunteer Workflow Design – Establish protocols for volunteer intake, orientation, assignment, supervision, and demobilization during activations.
 - Training & Preparedness – Provide blue-sky training for potential volunteers and Member organizations on spontaneous volunteer management principles.
 - Coordination with EM & NGOs – Work with emergency management partners and Member organizations to ensure SUVs are integrated safely and productively.
 - Volunteer Safety & Risk Reduction – Develop and disseminate safety guidelines and role-specific briefings to minimize risk during deployments.
 - Data & Reporting – Maintain volunteer activity records, track assignments, and ensure reporting aligns with TGCRVOAD's operational needs.
 - Annual Review and Improvement – Conduct an annual assessment of spontaneous volunteer coordination processes and recommend updates.
- D. Communications - The Chair shall report the Committee's activities and findings to the Executive Committee and the General Membership on a regular basis.
1. Communications Chair

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The Communications Chair shall:

- a. Website maintenance and any TGCRVOAD Newsletters or Communications
- b. Create and deliver Situational Awareness Briefs
- c. Internal Communications
- d. Supporting Member's and Partner's external communication
- e. Other tasks as assigned by the Chair or the Executive Committee

2. Operational Collaboration Chair

- a. Maintenance of Functions in Disaster
- b. Interface with the LTRCs
- c. Other tasks as assigned by the Chair or the Executive Committee

3. Individual, Family, and Community Resources Chair

- a. Assure participation in the TGCRVOAD Membership Directory.
- b. Develop lists of resources and services by county
- c. Analyze the gap between resources and services provide by TGCRVOAD Members and Partners and the needs of the communities we may serve during a response.
- d. Other tasks as assigned by the Chair or the Executive Committee

4. Steering Committee

- a. Assist the Executive Committee in preparing TGCRVOAD programs.
- b. Advising the Executive Committee on TGCRVOAD programs,
- c. Performing other tasks assigned by the Chair and not explicitly delegated to the Executive Committee by the Bylaws.

E. Workgroups

The Standing Committees or the Executive Committee may establish Workgroups that will report to one or more of the Standing Committees or the Executive Committee. All Workgroups must be chartered with a specific and limited scope and purpose and a time frame for the dissolution of the Workgroup.

Article VIII - Executive Committee

The business affairs of TGCRVOAD shall be managed by its Executive Committee. The Executive Committee shall act as a board and may adopt such rules and regulations for conducting their meetings and managing TGCRVOAD as they deem proper and consistent with these Bylaws or the laws of the State of Texas. The Executive Committee shall have the power to act for TGCRVOAD between general meetings within the adopted guidelines of the organization.

Composition

1. The Executive Committee will comprise the four elected officers (Chair, Vice Chair, Secretary, and Treasurer) and the Membership Engagement Chair, Communications Chair, Education and Training Chair, Individual, Family, and Community Resources Chair, and Operational Collaboration Chair.
2. The Executive Committee members must be the Primary or Alternate Representatives of different Member organizations. A Primary Volunteer is one whose Primary affiliation is with a specific TGCRVOAD Member, even though they may volunteer with other TGCRVOAD Members. No single Member may have more than one staff member or Primary Volunteer serve on the Executive Committee.
3. The Executive Committee may invite one or more Partner's representatives to serve on the Executive Committee in a non-voting capacity.

A. Meetings

The Executive Committee shall meet at the discretion of the Chair as necessary to conduct business.

B. Actions by Unanimous Consent

If all the members of the Executive Committee, severally or collectively consent in writing to any action taken or to be taken by the Executive Committee, and the number of the members of the Executive Committee constitutes a quorum for such action, such action shall be a valid action as though it had been authorized at a meeting of the Executive Committee. The Secretary shall file such consents with the minutes of the meetings of the Executive Committee.

Article IX - Budget and Finance

A. Dues

1. The TGCRVOAD Executive Committee may set annual dues for the Members and fees for covering out-of-pocket costs for Partners. Dues shall be current for a Member to vote.
2. Dues will be used to establish a budget for the upcoming fiscal year to cover the operating costs.
3. No Member or Partner shall be compensated

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for services rendered to TGCROVD, except reimbursement for expenses approved by the Executive Committee

B. Books of Account

Books of account of the transactions of TGCROVD shall be kept and always available and open to inspection and examination by any Member.

C. Annual Accounting

Each calendar year, a full and complete account of the condition of TGCROVD shall be made to the Members. In addition, a review committee consisting of three persons, including the current Treasurer and two non-officer Member's representatives, shall verify the records for the current year.

D. Bank Account

1. The association may select a bank account to open a TGCROVD checking account. Funds deposited in said TGCROVD checking account shall be withdrawn by checks signed by the Treasurer, Chair, or other Officers designated by the Executive Committee. Authorization to sign checks is granted to the current Treasurer and Chair. Notification of any transactions will be recorded and made available each quarter at a Regular Meeting.
2. In the event of the dissolution of TGCROVD, any remaining funds shall be disbursed to the TXVOAD Headquarters.

Article X - Forbidden Acts

No Member or Partner shall:

- A. Have the right or authority to bind or obligate the TGCROVD to any extent concerning any other matter outside the scope of the TGCROVD business.
- B. Use the TGCROVD name, credit, or property other than for authorized TGCROVD purposes.
- C. Do any act detrimental to the interest of TGCROVD or which would make it impossible to carry on the business or affairs of TGCROVD.

Article XI - Diversity, Equity, and Inclusion

- A. TGCROVD recognizes, celebrates, and embraces diversity.
- B. TGCROVD is committed to providing appropriate services without discrimination and respecting all individuals, including those from different backgrounds and communities.
- C. To ensure we reflect the communities our Members and

Partners serve and provide relevant and equitable services, we are committed to identifying, reaching out to, and including organizations supporting underserved and vulnerable communities who may have faced discrimination or inequitable treatment.

- D. This effort will strive to be inclusive of all, regardless of culture, ethnicity, religion, age, gender identity, sexual orientation, citizenship status, functional capability, disability, or any other differences.

Article XII- Confidentiality Policy

The Executive Committee shall draft, maintain, approve, and implement a Confidentiality Policy to ensure no survivor's personally identifiable information is shared with the public.

Article XIII – Emergency Functions

The Executive Committee shall draft, maintain, and approve procedures for TGCROVD operations during disasters and disaster response. These include Functions in Disaster and the Regional Operational Plan(s).

Article XIV - Indemnification

TGCROVD will, to the fullest extent authorized by law, indemnify any present or former member of the Executive Committee of TGCROVD or the personal representatives thereof, including ex-officio members of the Executive Committee, made or threatened to be made a party in any civil or criminal action or proceeding because they or their testator or intestate is or was a director or officer of TGCROVD, or served with any other TGCROVD, partnership, joint venture, trust, employee benefit plan, or another enterprise in any capacity at the request of TGCROVD, against judgments, fines (including excise taxes assessed on such a person in connection with service to an employee-benefit plan), amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein. The preceding right of indemnification shall not be deemed exclusive of any other rights to which a person, their testator, or intestate may be entitled apart from this provision.

Article XV - Amendments

- A. Any amendments to these bylaws shall be approved by a two-thirds majority vote of the Members present and entitled to vote at any properly called meeting of the General Membership.

Proposed amendments must be distributed to the voting Member representative no less than three (3) weeks before the meeting at which the amendments will be considered.

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