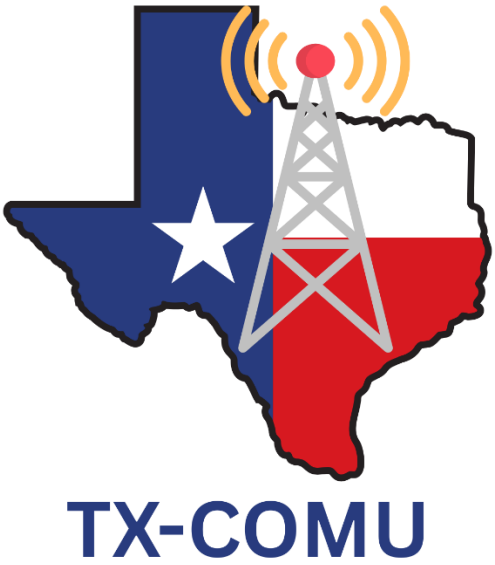


BYLAWS FOR
TEXAS COMMUNICATIONS UNIT (TX-COMU)

Revision 1.0



Revision:	Reviser:	Date:
Initial 1.0	Eric M. Gildersleeve	October 29, 2025

PREAMBLE

These Bylaws are subject to, and governed by, the Texas Business Organizations Code (as it may be amended from time to time, or any successor law, the “TBOC”) and the Articles of Incorporation of Texas Communications Unit (TX-COMU) (the “Corporation”). In the event of a direct conflict between the provisions of these Bylaws and the mandatory provisions of the TBOC, the TBOC will be controlling. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Corporation, these Bylaws will be controlling.

ARTICLE I - NAME

1.01 Name

The name of this Corporation shall be Texas Communications Unit (TX-COMU).

The business of the Corporation may be conducted as Texas Communications Unit or TX-COMU.

ARTICLE II - PURPOSES AND POWERS

2.01 Purpose

Texas Communications Unit (TX-COMU) is a nonprofit corporation and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding section of any future federal tax code. Specifically, the Corporation shall provide emergency communications support and training to enhance public safety, disaster response, and community resilience in Texas.

2.02 Powers

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status

Texas Communications Unit (TX-COMU) is a Texas nonprofit corporation, recognized as tax-exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation

Notwithstanding any other provision of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.

No part of the net earnings of the Corporation shall inure to the benefit or be distributable to any director, officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution

Upon termination or dissolution of Texas Communications Unit (TX-COMU), any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Texas Communications Unit (TX-COMU) hereunder shall be selected in the discretion of a majority of the managing body of the Corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Texas Communications Unit (TX-COMU), by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets and resources to be distributed, giving preference if practicable to organizations located within the State of Texas.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to Texas Communications Unit (TX-COMU), then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.

ARTICLE III - MEMBERSHIP

3.01 No Membership Classes

The Corporation shall have no membership class and no members who have any right to vote or title or interest in or to the Corporation, its properties and franchises.

3.02 Non-Voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Board, a designated committee, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations.

At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, events, or at the Corporation website. Affiliates have no voting rights and are not members of the Corporation.

3.03 Dues

Any dues for affiliates shall be determined by resolutions and these Bylaws.

ARTICLE IV - BOARD OF DIRECTORS

4.01 General Powers and Responsibilities

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

4.02 Directors

The Directors shall preside at all meetings of the Board, shall perform all duties customary to that office, and shall supervise and control all of the affairs of the Corporation in accordance with the policies and directives approved by the Board. The Directors shall be responsible for leadership of the Board in discharging its powers and duties and shall, in general, supervise and control all of the business and affairs of the Corporation. The Directors may sign contracts and other instruments on the Corporation's behalf.

4.03 Number of Directors

Texas Communications Unit (TX-COMU) shall have a Board consisting of at least 3 and no more than 15 directors. Within these limits, the Board may increase or decrease the number of directors serving on the Board, including for the purpose of staggering the terms of directors.

4.04 Powers

All corporate powers shall be exercised by or under the authority of the Board, and the affairs of Texas Communications Unit (TX-COMU) shall be managed under the direction of the Board, except as otherwise provided by law.

4.05 Qualifications

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Directors need not be residents of the State of Texas. In order to be eligible to serve as a director, the individual must be 18 years of age and an affiliate within affiliate classifications created by the Board, if applicable. Furthermore, directors shall be or have been a "State of Texas, Statewide Interoperability Coordinator (SWIC) credentialed Communication's Unit Leader (COML)."

4.06 Election of Directors

Directors may be elected at any Board meeting by the majority vote of the existing Board. The election of directors to replace those who have fulfilled their term of office shall take place in January each year or at the annual meeting.

4.07 Terms

All directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected. Director terms shall be staggered so that approximately one-third of the number of directors will end their terms in any given year. The term of office shall be considered to begin January 1 and end December 31 of the third year in office, unless the term is extended until such time as a successor has been elected.

4.08 Vacancies

The Board may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled position, subject to the maximum number of directors under these Bylaws. Vacancies shall be filled by majority vote of the remaining members of the Board, though less than a quorum, and the director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any director may make nominations to fill vacant directorships.

Unexpected Vacancies. Vacancies due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced.

4.09 Removal of Directors

A director may be removed, with or without cause, by two-thirds vote of the directors then in office at any duly constituted meeting of the Board. Any director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place. A director may be removed if:

- The director is absent and unexcused from three or more Board meetings in a twelve-month period.

- For cause or no cause, if before any meeting of the Board at which a vote on removal will be made, the director in question is given electronic or written notification of the Board's intention to discuss their case and is given the opportunity to be heard at a meeting.

4.10 Resignation

Each director shall have the right to resign at any time upon written notice thereof to the President, Secretary, or the executive staff of the Corporation. 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.

4.11 Board Meetings

(a) Regular Meetings

The Board shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Regular meetings may be held at such times and places as shall be determined by the Board. These meetings shall be held upon ten (10) days' notice by electronic mail. Notice of meetings shall specify the place, day, and hour of meeting (it is expected most meetings will be held virtually). The purpose of the meeting need not be specified.

(b) Special Meetings

Special meetings may be called by any director.

(c) Waiver of Notice

Any director may waive notice of any meeting in accordance with Texas law. Attendance by a director at any meeting for which the director did not receive the required notice will constitute a waiver of notice of such meeting unless the director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

4.12 Quorum and Manner of Acting

A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the Board at any meeting at which a quorum is not present. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If at any time the Board consists of an even number of directors and a vote resulting in a tie, the Treasurer shall be the deciding vote.

On the occasion that directors are unable to make a decision based on a tied number of votes, the Treasurer shall have the power to swing the vote based on his/her discretion.

Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meetings, or by telephonic conference call.

4.13 Action by Written Consent

Any action required or permitted to be taken by the Board under the TBOC, the Articles of Incorporation, and these Bylaws may be taken without a meeting if a majority of directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board. The directors' written consent may be executed in multiple counterparts or copies, each of which shall be deemed original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures. For purposes of this section, e-mail transmission from an e-mail address on record constitutes valid writing.

4.14 Proxy Voting

Proxy voting is not permitted.

4.15 Compensation for Directors

Directors shall not receive any salaries or other compensation for their services as directors, but, by resolution of the Board, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation, as long as a majority of disinterested directors approve of the reimbursement. The Corporation shall not loan money or property to, or guarantee the obligation of, any director. However, nothing in these Bylaws shall be construed to preclude any director from serving the Corporation in any other capacity and receiving reasonable compensation for services rendered, provided the compensation structure complies with the Conflict-of-Interest policy and state law.

ARTICLE V - COMMITTEES

5.01 Committees

The Board may designate and appoint standing or temporary committees by majority vote of the Board. Such committees shall have and exercise such prescribed authority as is designated by the Board. The Board may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Articles of Incorporation and these Bylaws. Each committee shall be chaired or co-chaired by a director appointed by the board of Directors, selected by the committee's members, subject to the approval of the Board. Non-directors may be appointed to any committees at the discretion of the board.

No committee, regardless of Board resolution, may:

- Take any final action on matters which also requires Board approval or approval of a majority of all directors;
- Fill vacancies on the Board or in any committee which has the authority of the Board;
- Amend or repeal these Bylaws or adopt new Bylaws;
- Amend or repeal any resolution which by its express terms is not so amendable or repealable;
- Appoint any other committees or the members of these committees;

- Expend corporate funds to support a nominee for director; or
- Approve any transaction (i) to which the Corporation is a party and one or more directors have a material financial interest; or (ii) between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

5.02 Standing Committees

The Board shall maintain standing committees as deemed necessary, such as the Executive Committee, Finance Committee, and Governance Committee.

(a) Executive Committee

The Executive Committee shall be composed of the officers of the Corporation. The Executive Committee shall be responsible for conducting Board affairs in the intervals between meetings, dealing with matters of urgency that may arise between Board meetings, and coordinating the annual performance review of any executive staff.

(b) Finance Committee

The Finance Committee shall be composed of three or more directors, and the Treasurer. The Finance Committee shall oversee all financial operations of the Corporation, develop long-range fiscal plans, procure and review any and all external audits, and prepare and recommend an annual operating budget to the Board.

(c) Governance Committee

The Governance Committee shall be composed of three or more directors. This committee shall recommend candidates to fill Board and officer vacancies and shall present a slate of candidates for officer and director positions to the Board before the regular Board meeting at which approval of recommended candidates will be sought. The Governance Committee shall also be responsible for overseeing Board governance, which shall include orientation of new directors, oversee Board development tactics and programs, and use best efforts to review and update these Bylaws every two years.

5.03 Meetings and Action of Committees

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members. The time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board or the committee. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI - OFFICERS

6.01 Officers and Duties

The officers of the Corporation shall be a Secretary, and a Treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by the Board by resolution or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional officers or assistants as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board may determine. One person may hold two or more offices, except the Secretary and Treasurer may not be the same person.

6.02 Election and Term of Office

Officers shall be elected for a two-year term. The officers shall be elected bi-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. Each officer's term of office shall begin upon the adjournment of the Board meeting at which he or she is elected and shall end upon the adjournment of the meeting during which a successor is elected.

6.03 Removal and Resignation

The Board may remove an officer at any time, with or without cause, by the affirmative vote of a majority of the Board, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

6.04 Secretary

The Secretary shall (a) cause the minutes of all Board and 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 the Corporation's officers and directors as required, (e) sign correspondence on behalf of the Board, (f) keep a record of the names and addresses of the directors at the principal office of the Corporation, (g) with the approval of the Board, set up procedures for any elections held by the Corporation, (h) keep a record of all votes cast in such elections, (i) ensure that all records of the Corporation, minutes of all official meetings, and records of all votes are made available for inspection by any director at the principal office of the Corporation during regular business hours, (j) see that all notices are duly given in accordance with these Bylaws or as required by law, and (k) see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed. In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the directors shall perform the functions of the Secretary.

6.05 Treasurer

The Treasurer shall have access to records of all receipts, disbursements, assets, and liabilities of the Corporation and shall report to the Board on the condition of such records and financial condition of the Corporation from time to time and at least quarterly. Prior to the beginning of the fiscal year, the Treasurer shall cause a proposed operating and capital expenditure budget to be presented to the Board for approval. The Treasurer shall cause to be prepared and submitted to the Board a financial statement showing the Corporation's net worth at the close of the fiscal year and cause a firm of outside certified public accountants to audit the Corporation's books and records at the end of each fiscal year, if required by the Board or law. The Treasurer of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board. The Treasurer, with the approval of the Board, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts. The Treasurer's signature shall be the authorized signature for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board, designates another director of the Corporation as the authorized signatory for a particular type of disbursement. The Treasurer shall prepare a quarterly report for the Board, providing an accounting of all transactions and of the financial conditions of the Corporation. The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation at the principal office of the Corporation and make them available at the request of any director or member of the public during regular business hours for inspection and copying.

6.07 Compensation

Officers shall receive no compensation other than reasonable expenses. However, provided the compensation structure complies with the Conflict-of-Interest policy, nothing in these Bylaws shall be construed to preclude any officer from serving the Corporation in any other capacity and receiving compensation for services rendered.

ARTICLE VII - OFFICES AND RECORDS

7.01 Principal Office

The principal office of the Corporation shall be located in Texas at such place as the Board may determine.

7.02 Other Offices

The Corporation may have such other offices as the Board may determine or as the affairs of the Corporation may require from time to time.

7.03 Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees of the organization. In addition, the Corporation shall keep a copy of its Articles of Incorporation and Bylaws as amended to date.

ARTICLE VIII - FISCAL YEAR AND FINANCIAL MATTERS

8.01 Fiscal Year

The fiscal year of the Corporation shall be the calendar year, beginning on January 1 and ending on December 31, unless otherwise determined by the Board.

8.02 Contracts

The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

8.03 Loans

No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

8.04 Checks, Drafts, etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

8.05 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

8.06 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for general purposes or for any special purpose of the Corporation.

8.07 Audits

The Board may require an annual audit by an independent certified public accountant.

ARTICLE IX - INDEMNIFICATION

To the full extent authorized under the laws of the State of Texas, the Corporation shall indemnify any director, officer, employee, or agent, or former director, officer, employee, or agent of the Corporation, or any person who may have served at the Corporation's request as a director or officer of another corporation (each of the foregoing persons being referred to in this Article as an "Indemnitee"), against expenses actually and necessarily incurred by such Indemnitee in connection with the defense of any action, suit, or proceeding in which that

Indemnatee is made a party by reason of being or having been such director, officer, employee, or agent, except in relation to matters as to which that Indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an Indemnatee may be entitled under any bylaw, agreement, resolution of the Board, or otherwise.

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if approved by the Board, upon receipt of an undertaking by or on behalf of the Indemnatee to repay such amount if it shall ultimately be determined that such Indemnatee is not entitled to be indemnified hereunder.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X - CONFLICT OF INTEREST

Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of their interest to the Board or committee prior to its acting on such contract or transaction. Upon such disclosure, such director, officer, or key employee shall not vote on the matter but may be counted toward a quorum. The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure indicates that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use their personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such act, contract, or transaction. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

ARTICLE XI - AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds majority of the directors present at any regular meeting or at any special meeting, if at

least ten (10) days' written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.

ARTICLE XII - MISCELLANEOUS

12.01 Severability


The invalidity of any provision of these Bylaws shall not affect the other provisions herein, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

12.02 Governing Law

These Bylaws shall be governed by and construed in accordance with the laws of the State of Texas.

ADOPTED by the Board of Directors on the final signature below.

<u>Eric M. Gildersleeve</u> Eric M. Gildersleeve (Director)	<u>29/10/25</u> Date
<u>Thomas R. Gilbert</u> Thomas R. Gilbert (Director)	<u>29/10/25</u> Date
<u>Billy J Willis</u> Billy J. Willis (Director)	<u>30/10/25</u> Date

Signature: 
Thomas Gilbert (Oct 29, 2025 22:40:22 CDT)
Email: tr_gilbert@att.net

Signature: 
Billy Willis (Oct 30, 2025 08:05:55 CDT)
Email: ke5zob@gmail.com

Signature: 
Email: eric@4gildersleeve.us