AGENDA

City of Lucas
Friends of Lucas Fire-Rescue, Inc. Meeting
April 12, 2016
6:00 PM
City Hall –Conference Room
665 Country Club Road – Lucas, Texas

Notice is hereby given that a meeting will be held on Tuesday, April 12, 2016 at 6:00 p.m. at Lucas City Hall Conference Room, 665 Country Club Road, Lucas, Texas 75002 at which time the following agenda will be discussed.

Call to Order

- Roll Call
- Determination of Quorum

Regular Agenda

1. Consider appointments of President, Secretary, Treasurer and any other officer the Board may deem necessary, for a period of one year expiring April 2017.

2. Consider approval of the minutes of the December 9, 2015 and January 19, 2016 Friends of the Lucas Fire-Rescue Inc., meetings.

3. Review and discuss the Articles of Incorporation and Bylaws of the Friends of Lucas Fire-Rescue, Inc.

4. Consider appointing 1 or 2 year term limits for the Lucas Fire-Rescue Volunteer Board members.

5. Review history, mission and current financials.

6. Discuss and consider options for future activities, fundraising and use of funds.

7. Discuss setting a regular meeting schedule for the Friends of the Lucas Fire-Rescue, Inc. meeting.

8. Adjournment.

Certification

I hereby certify that the above notice was posted in accordance with the Texas Open Meetings Act on the bulletin board at Lucas City Hall, 665 Country Club Road, Lucas, TX 75002 and on the City's website at www.lucastexas.us on or before 5:00 p.m. on April 1, 2016.

Stacy Henderson

Stacy Henderson, City Secretary

In compliance with the American with Disabilities Act, the City of Lucas will provide for reasonable accommodations for persons attending public meetings at City Hall. Requests for accommodations or interpretive services should be directed to Stacy Henderson at 972.912.1211 or by email at shenderson@lucastexas.us at least 48 hours prior to the meeting.

City of Lucas
Friends of Lucas Fire-Rescue, Inc., Meeting
December 9, 2015
10:00 AM
City Hall – Conference Room
665 Country Club Road – Lucas Texas

Minutes

Call to Order

Members Present:
Councilmember Wayne Millsap
City Manager Joni Clarke
Fire Chief Jim Kitchens
Mayor Jim Olk

The meeting was called to order at 10:05 a.m., roll call was taken and it was determined that a quorum was present.

Regular Agenda

1. Review and discuss proposed amendments to the Articles of Incorporation and the Bylaws of the Friends of the Lucas Volunteer Fire Department.

Councilmember Millsap reviewed the proposed changes to the Articles of Incorporation and the Bylaws relating to the name; purpose of the organization; election and term of office of the board of directors, and method for selecting the board.

MOTION: *A motion was made by Chief Kitchens, seconded by Councilmember Millsap to proceed with the amendment to the Articles of Incorporation to change the name of the organization to Friends of Lucas Fire-Rescue, Inc., change the Registered Agent to Wayne Millsap, home address of 318 McMillen Road, Lucas Texas and to change Article V "Purposes" to read "The specific purpose for which the corporation is organized is to provide an opportunity for the citizens of Lucas, Collin County, Texas, and others to promote the mission of Lucas Fire-Rescue, Inc. and to provide support in time of need to the Lucas community." The motion passed unanimously.*

MOTION: *A motion was made by Chief Kitchens, seconded by Councilmember Millsap to proceed with amending the Bylaws of the organization as follows:*

1) Change the name of the organization to Friends of Lucas Fire-Rescue, Inc.;
2) Amend Section 2 to change the number of board members to no less than five (5) and no more than seven (7);
3) Section 3 - Election and Term of Office:
(a) at least two (2), but no more than three (3) volunteers of the Lucas Fire-Rescue Department to be selected by the volunteers of Lucas Fire-Rescue Department.;
(b) at least two (2), but no more than four (4) citizens of the City of Lucas to be appointed by the City Council (process similar to the appointments to boards and commission);
(c) terms shall be staggered such that terms shall be two (2) years in length, except for the initial year when some terms shall be one (1) year as determined by the Board of Directors; and
(d) a member of the City Council shall serve as liaison, but shall not be a voting member of the board.

2. Consider and review the bank statements and financials.

Councilmember Millsap reviewed the financials through October 31, 2015.

3. Adjournment

The meeting adjourned at approximately 11:15 a.m.

APPROVED:

_____
Councilmember Wayne Millsap
President

ATTEST:

_____
Stacy Henderson
City Secretary

City of Lucas
Friends of Lucas Fire-Rescue, Inc., Meeting
January 19, 2016
8:30 AM
City Hall – Conference Room
665 Country Club Road – Lucas Texas

Minutes

Call to Order

Members Present:
Councilmember Wayne Millsap
City Manager Joni Clarke
Fire Chief Jim Kitchens

City Staff Present:
City Secretary Stacy Henderson

The meeting was called to order at 8:35 a.m., roll call was taken and it was determined that a quorum was present.

Regular Agenda

1. Update on amendment to Articles of Incorporation and approval of the Amended and Restated Bylaws of the Friends of Lucas Fire-Rescue, Inc.

Councilmember Millsap stated that the Certificate of Amendment had been filed to amend the Articles of Incorporation and he was also listed as the registered agent. The name on the Articles of Incorporation was changed to Friends of Lucas Fire-Rescue, Inc.

Councilmember Millsap discussed amendments to the Bylaws relating to membership and appointment of members.

MOTION: *A motion was made by City Manager Clarke, seconded by Councilmember Millsap to approve the amendment to the Articles of Incorporation and approval of the Amended and Restated Bylaws of the Friends of Lucas Fire-Rescue, Inc. The motion passed unanimously.*

2. Consider the appointment process for the Board of Directors and provide guidance to staff.

Councilmember Millsap and City Manager Clarke discussed the board appointment process as outlined in the amended Bylaws which states the following:

The Lucas Fire-Rescue Department will appoint at least two, but no more than three volunteers of the Lucas Fire-Rescue Department by the volunteers of the Lucas Fire-Rescue Department.

At least two, but no more than four citizens of the City of Lucas will be appointed by the City Council. Applications will be accepted January 25, 2016 through February 9, 2016 for City Council consideration.

Lastly, one member of the City Council will serve as a liaison.

It was discussed that a President and Secretary must be appointed as well.

MOTION: *A motion was made by City Manager Clarke, seconded by Chief Kitchens to appoint Councilmember Millsap as President and Secretary. The motion passed unanimously.*

3. Consider review of the bank statement and financials.

Councilmember Millsap stated that he has all bank statements through December 2015 and there is approximately $18,000 in the account. Board duties will include approving all expenditures.

4. Adjournment.

The meeting adjourned at 9:05 a.m.

APPROVED:

_____

Councilmember Wayne Millsap
President

ATTEST:

_____

Stacy Henderson
City Secretary

AMENDED AND RESTATED BYLAWS OF FRIENDS OF LUCAS FIRE-RESCUE, INC.

These Amended and Restated Bylaws shall govern the affairs of the Friends of Lucas Fire-Rescue, Inc., a nonprofit corporation (the "Corporation").

Article I
Office and Registered Agent

Section 1. Principal Office. The principal office of the Friends of Lucas Fire-Rescue, Inc. shall be located at 665 Country Club Road, Lucas, Texas, 75002. The Corporation may have such other offices in Texas or elsewhere, as the Board of Directors may determine. The Board may change the location of any office of the Corporation.

Section 2. Registered Office and Agent. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but not need to be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Non-Profit Corporation Act.

Article II
Purpose

The purposes for which the Corporation is formed are set forth in the Articles of Incorporation and the Certificate of Amendment.

Article III
Membership

The Corporation shall have no members.

Article IV
Board of Directors

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The members of the initial Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of no less than five (5) and no more than seven (7) individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 3. Election and Term of Office. The members of the Board of Directors shall be comprised of:

(a) at least two (2), but no more than three (3) volunteers of the Lucas Fire-Rescue Department to be selected by the volunteers of Lucas Fire-Rescue Department.;

(b) at least two (2), but no more than four (4) citizens of the City of Lucas to be appointed by the City Council (process similar to the appointments to boards and commission);

(c) terms shall be staggered such that terms shall be two (2) years in length, except for the initial year when some terms shall be one (1) year as determined by the Board of Directors; and

(d) a member of the City Council shall serve as liaison, but shall not be a voting member of the board.

Section 4. Resignation. Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 5. Removal. Any director may be removed from such office, with or without cause, by a majority vote of the Council at any regular or special meeting of the Council called expressly for that purpose.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the Lucas City Council for the unexpired term.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day and place as shall be designated by the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least three (3) days previous to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Amended and Restated Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act

of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Conflicts of Interest.

(a) In the event any director has a conflict of interest that might properly limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected director, the Board may nonetheless request from the director any appropriate nonconfidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation.

(b) No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.

(c) The Corporation may not make any loan to a director or officer of the Corporation. A director, officer or committee member of the Corporation may not lend money to and otherwise transact business with the Corporation except as otherwise provided by these Bylaws, the article of incorporation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from or otherwise transact business with a director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from or otherwise transact business with a director, officer or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

Article V
Officers

Section 1. Officers. The officers of the Corporation shall minimally consist of a President, a Secretary and a Treasurer. The Corporation shall have such other officers as the Board of Directors may deem necessary, and such officers shall have the authority prescribed by the

Board. One person shall not hold two offices with the exception of Secretary-Treasurer, which may be filled by the same person.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the directors at the annual meeting of the Board of Directors.

Section 3. Term of Office. The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next annual meeting or until their respective successors shall have been duly elected.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a majority vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. President. The President shall give active direction and exercise oversight pertaining to all affairs of the Corporation. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, maintain corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be responsible for and oversee all financial matters of the Corporation. The Treasurer shall properly receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 10. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond approved by the Board of Directors.

Article VI
Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority to amend or repeal these Bylaws,

elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 2. Executive Committee. Between meetings of the Board of Directors, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall be as set forth in a resolution of the Board.

Section 3. Other Committees and Task Forces. The Board of Directors may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

Section 4. Term of Office. Each member of a committee shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

Section 5. Vacancies. Vacancies in the membership of committees may be filled by the Chair of the Board.

Section 6. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

Article VII
Fiscal Year and Notice

Section 1. Fiscal Year. The Corporation's fiscal year will begin on the first day of October and end on the last day in September of each year.

Section 2. Notice. Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by facsimile, electronic mail, or hand delivery, and will be deemed given when received.

Article VIII
Indemnification

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

Article IX
Amendments to Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws adopted upon the affirmative vote of a majority of all the directors then in office at any regular or special meeting of the Board.

Article X
Miscellaneous Provisions

Legal Authorities Governing Construction of Bylaws

Section 1. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

Section 2. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any Bylaws provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the Bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

Headings

Section 3. The headings used in the Bylaws are for convenience and may not be considered in construing the Bylaws.

Number

Section 4. All singular words include the plural, and all plural words include the singular.

Seal

Section 5. The Board of Directors may provide for a Corporate Seal. Such a seal would consist of two concentric circles containing the words "Friends of Lucas Fire-Rescue, Inc." "Texas," in one circle and the word "Incorporated" together with the date of incorporation in the other circle.

Power of Attorney

Section 6. A person may execute any instrument related to the Corporation by means of a Power of Attorney if an original executed copy of the Power of Attorney is provided to the secretary to be kept with the corporate records.

Parties Bound

Section 7. The Bylaws will bind and insure to the benefit of the directors, officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives successors, and assigns except as the Bylaws otherwise provide.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the Friends of Lucas Fire-Rescue, Inc. and that these Amended and Restated Bylaws constitute the Corporation's. These Amended and Restated Bylaws were duly adopted at a meeting of the Board of Directors held on January 19, 2016.

Dated: 1/19/2016

Wayne Millsap, Secretary of the Corporation

Form 424 **(Revised 05/11)** Submit in duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 512 463-5555 FAX: 512/463-5709 **Filing Fee: See instructions**	**Certificate of Amendment**	This space reserved for office use.

Entity Information

The name of the filing entity is:

Friends of the Lucas Volunteer Fire Department, Inc.

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- ☐ For-profit Corporation
- ☒ Nonprofit Corporation
- ☐ Cooperative Association
- ☐ Limited Liability Company
- ☐ Professional Corporation
- ☐ Professional Limited Liability Company
- ☐ Professional Association
- ☐ Limited Partnership

The file number issued to the filing entity by the secretary of state is: 0800929046

The date of formation of the entity is: January 24, 2008

Amendments

1. Amended Name

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

Friends of Lucas Fire Rescue

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

2. Amended Registered Agent/Registered Office

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

Registered Agent
(Complete either A or B, but not both. Also complete C.)

☐ A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

☒ B. The registered agent is an individual resident of the state whose name is:

Wayne		Millsap	
First Name	*M.I.*	*Last Name*	*Suffix*

The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

C. The business address of the registered agent and the registered office address is:

318 McMillen Road	Lucas	TX	75002-8156
Street Address (No P.O. Box)	*City*	*State*	*Zip Code*

3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

☐ **Add** each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

☒ **Alter** each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

Article V "Purposes" - The specific purpose for which the corporation is organized is to provide an opportunity for the citizens of Lucas, Collin County, Texas, and others to support and promote the men and women of the Lucase Fire Rescue, and to provide support in time of need to the Lucas community.

. . .

☐ **Delete** each of the provisions identified below from the certificate of formation.

Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Effectiveness of Filing (Select either A, B, or C.)

A. ☒ This document becomes effective when the document is filed by the secretary of state.

B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: January 6, 2016

By: _____

Signature of authorized person

Joseph J. Gorfida, Jr.

Printed or typed name of authorized person (see instructions)