

**HEART**  
**Humane Evacuation Animal Rescue Team**  
**By-Laws**

**Article I - Name**

Section 1.01: Name. The corporate name of the Society is and shall be the Humane Evacuation Animal Rescue Team and it is sometimes referred to in these by-laws as "HEART".

Section 1.02: Non-Profit Status. HEART is and shall be a non-profit corporation under Section 501 (c) (3) of the Internal Revenue Code.

**Article II - Purpose**

The purpose of HEART is to coordinate efforts to provide rapid response to events affecting the health, safety and welfare of human beings and animals. Activities include but are not limited to small and large animal care, facility usage, and providing mass care and sheltering for companion animals, livestock, wildlife and exotic animals following a major emergency or disaster.

Section 2.01: Positive Objectives. HEART will comply with minimum FEMA training standards. HEART will promote public education and awareness in regards to disaster preparedness including disaster preparedness for companion animals.

Section 2.02: Prohibitions. HEART may not give or sell any living animal to any person or institution for vivisection or experimentation; give or sell any living animal for resale purposes; or give or sell any living animal to any person, firm or corporation, public or private, for breeding purposes.

**Article III – Board of Directors**

Section 3.01: General Powers. The affairs of HEART shall be managed by its Board of Directors. The Board of Directors shall be the President, the Vice-President, the Secretary, the Recording Secretary and the Treasurer.

Section 3.02 Number, Tenure, Requirements, and Qualifications. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than five (5) including the following officers: the President, the Vice President, the Secretary, the Recording Secretary and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Each member of the Board of Directors shall attend at least six (6) monthly meetings of the Board per year.

Section 3.03: Regular and Annual Meetings. An annual meeting of the Board of Directors shall be held at a time and day in the month of December of each calendar year and at a location

designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 3.04: Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

Section 3.05: Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 3.06: Forfeiture. Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 3.02 by September 1 shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 3.02 are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 3.11 of these by-laws.

Section 3.07: Vacancies. Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 3.08: Compensation. Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 3.09: Confidentiality. Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 3.10: Election and Term of Office. The officers of HEART shall be elected annually by the members at the annual meeting. Each officer shall hold office for a two-year term or until his or her successor has been duly elected and installed. Officers may be re-elected to serve additional terms.

Section 3.11: Removal. Any officer elected may be removed with or without cause, at any time, by vote of simple majority of the members of the Board of Directors if in their judgment the best interests of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 3.02 of these by-laws automatically forfeit their positions on the Board pursuant to Section 3.02, and are not entitled to the removal procedure outlined in Section 3.11.

Section 3.12: Vacancies. A vacancy in any office may be filled by the Officers for the unexpired portion of the term.

Section 3.13: Parliamentary Procedure. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

#### **Article IV – Officers**

Section 4.01: Officers. The officers of the Corporation shall be the President, the Vice-President, the Secretary, the Recording Secretary and the Treasurer

Section 4.02: President. The President shall be the principal executive officer of HEART and shall in general supervise and control all of the business and affairs of HEART. The President will be a signatory on any and all bank accounts.

Section 4.03: Vice President. In the absence of the President or in event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned by the President.

Section 4.04: Treasurer. The Treasurer shall collect all dues, payments and donations. Treasurer will have custody of the bank book, will keep accurate records of all funds and disbursements with receipts and report monthly to the Officers. Any disbursements of funds will be Officer approved.

Section 4.05: 1<sup>st</sup> Secretary. The 1<sup>st</sup> Secretary shall supervise the keeping of the website and electronic correspondence to HEART.

Section 4.06: Recording Secretary. The Recording Secretary shall supervise the keeping of the minutes of the monthly HEART meetings and any Officer meetings. Meeting minutes will be dispersed within a seven (7) day period following meetings.

#### **Article V – Books and Records**

Section 5.01: Books and Records. HEART shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

#### **Article VI – Fiscal Year**

Section 6.01: Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

**Article VII – Amendments to By-Laws**

Section 7.01: Amendments to By-Laws. These by-laws may be altered, amended or repealed and new by-laws may be adopted by a simple majority of all Directors. Notice of intention to alter, amend or repeal or to adopt new by-laws shall be given to all members of the Board of Directors at least fourteen (14) days prior to the meeting at which the vote will be taken.

**Article VIII – Dissolution**

Section 8.01: Dissolution. In the event of the dissolution of the Corporation for any reason whatsoever, all of the funds and property, whether real or personal, remaining after payment of debts shall go to a charitable organization with purposes the same or similar to those of the Corporation.

Approved by the Board of Directors on: \_\_\_\_\_