

BY LAWS of Seminole H.E.A.R.T.

Sponsoring body of

Home-based Emergency Assistance Response Team

Bringing Local, State, and National Resources Together

Mission Statement

Assisting families and individuals with unmet needs, by participating in first and post disaster response, and by facilitating ongoing prevention and intervention projects.

Article I

Objectives:

1. To determine needs of survivors of declared disaster through response case management.
2. To find human and other resources in the community to meet those needs.
3. To maintain an organization for declared disaster relief readiness.
4. To share the information on preparedness and response recovery.

Article II

Location: The principal office of the organization at which the general business of the organization will be transacted and where the records to the organization will be kept, will be in the County of Seminole, State of Florida, and as may be fixed from time to time by the Board of Directors.

Article III

Members: Members of the Organization will consist only of the Board of Directors.

Article IV

Board of Directors

- 1. General Powers and Number:** Its Board of Directors (hereinafter called the “Board”) shall manage the affairs of the Organization. There shall be not less than three (3) nor more than 16 Directors. The exact number of Directors shall be determined by the Directors and submitted to the Nominating Committee.

- 2. Specific Powers:** The board shall have specific authority to:
 - a.** Oversee and establish the annual operating budget and policy guidelines for all investments and fund-raising efforts;
 - b.** Outline and periodically review the purpose and mission of the organization;
 - c.** Establish policies and procedures regarding the appointment, promotion, and dismissal of contract workers, paid employees, or staff;
 - d.** Purchase, lease, or rent land and buildings or office space;
 - e.** Construct, modify, or renovate existing buildings in accordance with lease or rental agreements;
 - f.** Purchase, lease, or rent furniture, fixtures, equipment, and other personal property for use by the organization;
 - g.** Incur debts of the organization and secure debts by mortgage and pledge of real or personal property;
 - h.** Accept gifts and bequest on behalf of the organization;
 - i.** Discontinue existing services and/or merge or consolidate with another qualified non-profit organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended;

- 3. Residuary Powers:** The Board shall have all the powers and duties necessary or appropriate for the administration of the affairs of the organization.

- 4. Regular Meetings:** Meeting shall be held as deemed necessary by the Board of Directors.

- 5. Special Meetings:** Special meetings of the Board may be called by or at the request of the chairperson or shall be called by the secretary at the request of one-fourth (1/4) of the Board.

- 6. Notice:** Notice of any special meeting of the Board shall be given on at least five (5) days written notice sent by mail or electronic media to each Director at the address as

shown by the records of the Organization. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. Mail in a sealed envelope so addressed, with the postage thereon prepaid. Notice of special meeting shall set forth in general terms the order of business for the meeting as well as the names of the Directors requesting the meeting.

7. Quorum: A quorum of not less than one third of the Board shall constitute a quorum for the transaction of business at any meeting of the Board; each member shall have one vote. If less than a majority of the Directors is present at said meeting, one third of the Directors present may adjourn the meeting without further notice.

8. Vacancies: Any vacancy by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

9. Compensation: Directors shall not be paid for their service.

10. Removal of Directors From Office:

- a. Any director having three (3) unexcused absences from meetings can be deemed to have surrendered their membership.
- b. Director may be removed from office, for cause, by a vote of not less than three-fourths (3/4) of the Directors present at a meeting of the Directors, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the Director has been informed in writing of the charges preferred against him/her at least ten (10) days before such meeting.
- c. The director involved shall be given an opportunity to be heard at such meeting.
- d. Any vacancy created by the removal of a Director shall be filled by the election of a new member of the Board.

11. Executive Director: The Board may fire if needed an Executive director who shall be a paid by the Organization and be a non-voting member of the Board. The Executive Director shall be responsible to the Board for the administration of all organization affairs placed in his/her charge by the Board or under these By-Laws. The Executive Director may be removed by the vote of not less than three-fourths (3/4) of the Board. The Executive Director shall be provided notice of such proposed action at least ten (10) days before such meeting and be given an opportunity to be heard at such meeting. Any vacancy created by the removal of the Executive Director may be filled by a majority vote of the Board.

Article V

Officers

1. **Officers:** The Officers of the Organization shall be a Chair, Vice Chair, a Secretary, Treasurer, and Immediate Past Chair. The Board may elect or appoint such other Officers as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board. The offices of Secretary and Treasurer may be combined and held by one person.
2. **Election and Term of Office:**
 - a. The Officers of the organization specified above shall be elected by the Board at its annual meeting or as soon thereafter as feasible. New Officers may be created and filled at any meeting of the Board. Each Officer shall hold Office until the next annual election of Directors and until his/her successor shall have been qualified and duly elected.
 - b. The term of Office shall be one year, provided that the Chair shall serve no more than three (3) consecutive terms of office. Election of Officers shall take place at the annual Board meeting and shall be by ballot cast by qualified Directors. A majority of votes cast shall elect officers.
3. **Removal:** Any officer elected or appointed by the Board may be removed by the Board by two-thirds (2/3) vote of the remaining Director whenever, in its judgment the best interest of the organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
4. **Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board by majority vote for the unexpired portion of the term.

5. **Chair:** The Chair shall be the principal executive officer of the Organization and shall, in general, supervise and control all the business and affairs of the Organization. He/she shall preside at all the meetings of the Board, sign and execute any deeds, mortgages, bonds, contracts, or other instruments which the Board authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, or these by-laws or statute to some other officer or agent of the Organization and in general he/she shall perform all duties as may be prescribed by the Board from time to time.

6. **Vice Chair:** In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice Chair shall perform such other duties as from time to time may be assigned to him/her by the Chair of the Board.

7. **Treasurer:** He/she shall have charge and custody of and be responsible for all funds and securities of the organization, insures that receipts are given for moneys due and payable to the organization from any course whatsoever; deposit all such moneys in the name of the organization in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these by-laws; and in general perform all duties incident to the office of treasurer and such other duties as from time to time be assigned to him/her by the Chair of the Board.

8. **Secretary:** The Secretary shall keep the minutes of the meeting of the Board in the corporate office in one or more books provided for that purpose; see that the notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of and see that the seal of the organization is affixed to all the documents, the execution of which on behalf of the organization under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address and term of office of each officer, which shall be furnished to the secretary by the Chair; and in general, perform all duties incident to the office of Secretary and such other duties and from time to time may be assigned to this person by the Chair or the Board.

9. **Immediate Past Chair:** The Immediate Past Chair shall have the authority to step in the event that the Chair and Vice Chair are unavailable in order to provide continuity, and shall serve as a liaison for Seminole H.E.A.R.T.

Article VI

Committees

Such other committees, standing, special or advisory shall be appointed by the Chair as the organization or the Executive Committee shall from time to time deem necessary to carry out the work of the organization.

Article VII

Executive Committee

1. **Membership:** The members of the Executive Committee shall consist of the Officers of the organization.
2. **Duties:** The Executive Committee shall handle the affairs of the organization between meetings of the Board and shall recommend to the Board such actions as it deems necessary. The Committee shall be subject to the orders of the organization, and none of its acts shall conflict with action taken by the organization.
3. **Meetings:** Unless otherwise ordered by the Board, the Executive Committee can meet prior to each Board meeting or at such other times as determined by the Chair. Special meetings of the committee may be called by the Chair and shall be called upon the request of three members of the Executive Committee. Meetings may be conducted by telephone conference call or other electronic media.
4. **Quorum:** Three officers of the Board shall constitute a quorum.

Article VIII

Contracts, Checks, Deposits and Funds

1. **Contracts:** The Board may authorize any office or Officers, agent or agents of the organization, in addition to the Officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization; and such authority may be general or confined to specific instance.

2. **Checks, Drafts, ETC:** All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the organization shall be signed by such Officer or Officers, agent or agents of the organization, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination of the Board, such instruments shall be signed by the Treasurer and countersigned by the Chair, Vice Chair, or Immediate Past Chair of the organization. All checks will require two signatures.
3. **Deposits:** All funds of the organization shall be deposited in a timely manner to the credit of the organization in such banks, trust companies or other depositories as the Board may select.
4. **Gifts:** The Board may accept on behalf of the organization any contribution, gift, bequest, or device for the general purposes or for any special purpose of the organization.

Article IX

Fiscal Management

1. **Budget:** The Board shall adopt a budget for the calendar year, which shall be the fiscal year of the organization.
2. **Audit:** The books of the organization shall be audited annually by a certified individual selected by the Board. A copy of the audit report shall be furnished to each Director no later than one hundred and twenty (120) days following the close of the fiscal year.

Article X

Indemnification of Directors and Officers

Each Director and officer of the organization heretofore now or hereafter serving as such, shall be indemnified by the organization against any and all claims and liabilities to which he/she has or shall become subject by reason of serving or having served as such Director or Officer, by reason of any action alleged to have been taken, omitted or neglected by him/her in connection with any such claim liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with any claim or liability arising out of his/her own willful misconduct or gross negligence.

Article XI

Parliamentary Authority

- 1. Governing Authority:** The rules contained in the current edition of the **Robert's Rules of Order Newly Revised** shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these by-laws and special rules of order the organization may adopt.

Article XII

Fiscal Year

The fiscal year of the organization shall begin on the first day of January and end on the last day of December in each year.

Article XIII

SEAL

The Board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the organization and the words "not for profit".

Article XIV

Repeal or Amendment of By-Laws

Repeal or Amendment: These by-laws may be repealed or amended by a majority vote of the Board, or at any special meeting of the Board called for such purpose, at which a quorum is present; provided, however, no such action shall change the purposes of the organization so as to impair its rights and powers under the laws of the State of Florida, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the organization.

Notice of any amendment to be offered at any meeting shall be given in writing to each Director not less than ten (10) nor more than thirty (30) days before such meeting and shall set forth such amendment.

Know All People By These Present: That the undersigned secretary of the Organization identified in the foregoing by-laws does hereby certify that the foregoing by-laws were duly adopted by the Board of Directors of said organization, on the 11th day of May 2007 at a duly called and constituted meeting of the Board of Directors, and that they constitute the by-laws of said organization.

Article XV

Dissolution

Seminole HEART may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Voting Members (status determined by Membership Committee). Upon dissolution or other termination of Seminole HEART, all remaining assets of Seminole HEART, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to an approved 501c.3 organization as shall be chosen by the then existing Board of Directors of Seminole HEART.