

By-Laws of HEARTS 4 HAITI

ARTICLE I. NAME AND OFFICES

Hearts4Haiti is a Christian organization born of missions and striving to provide aid to impoverished people, especially those of Haiti. Our mission is to deliver medical, educational, and nutritional services and supplies to all that we serve. We partner with underprivileged people to help them gain and maintain a self-sustaining life.

The purpose of this ministry is for charitable, religious, educational, and medical services without financial benefit to those within the organization. All funds raised are directly used for the benefit of our needy brothers and sisters.

Section 1. Name. The name of the Corporation, a non-profit corporation organized under the Pennsylvania Nonprofit Corporation laws of 1988, is "Hearts 4 Haiti".

Section 2. Offices. The principal office of the Corporation in the State of Pennsylvania will be located in Chicora, County of Butler.

Section 3. Other Places of Business. Branch offices or places of business may be established at any time by the Board of Directors at any place or places where the Corporation is qualified to do business.

ARTICLE II. PURPOSE AND POWERS

Section 1. Purpose. The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 for the purpose of the organization is to deliver medical, educational, and nutritional services and supplies and partner with underprivileged people to help them gain and maintain a self-sustaining life. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

Section 2. Earnings. No part of the net earnings of the Corporation shall inure to benefit of, or be distributable to its Members, trustees, Directors, Officers, or other private persons. The Corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 3. Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, including the publishing or distribution of

statements with respect to any candidate for public office. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

Section 4. General Powers. The management of the Corporation shall be vested in a Board of Directors as provided by law. The Board of Directors shall have charge, control and management of the property, affairs and funds of the Corporation, and also shall have the power and authority to exercise all corporate powers of the Corporation consistent with these By-Laws, the Laws of the Commonwealth of Pennsylvania, or the Articles of Incorporation.

ARTICLE III. MEMBERS

Section 1. Membership. The Corporation shall have no Members. All powers, obligations and rights of Membership provided by law shall reside in the Board of Directors.

Section 2. Contributors. Any individual, corporation, foundation, and/or association who wishes to make contributions, gifts, or in any other way participate in the activities and programs or support the purposes of the Corporation shall be granted such corporate privileges as the Board of Directors may, from time to time, determine.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Definition. The Board of Directors is that group of persons vested with the oversight of the business and affairs of the Corporation.

Section 2. Number of Directors. The Board of Directors shall have no fewer than five (5) and no more than seven (8) Directors. Directors shall be appointed in a manner prescribed in these By-Laws.

Section 3. Selection of Directors. Nominations may be made by any of the current Board Directors to fill a vacant position on the Board. Nominations shall be made by any active and current member of the board.

Section 4. Term. Directors shall serve no more than two (2), three (3) year terms. Each appointment shall be for a full three-year (3) term, and for the balance of an un-expired term, ending November 30th if filling an existing Board seat. After a one (1) year absence as a Director, a former Director is eligible to be nominated for election to an additional two (2) consecutive three (3) year terms. Founding Directors shall not be subject to term limits. Founding Directors may continue to be nominated for three (3) year terms.

Section 5. Vacancy. Vacancies may occur in the positions of Directors. Board of Directors may declare vacant a position of Director if said Director: 1) has been convicted of a felony; 2) if within thirty (30) days after notice of his/her selection, does not attend a meeting of the Board of Directors or notify the Board of his/her acceptance. Each person so appointed to fill a vacancy shall serve for the balance of the un-expired term of the person they are replacing.

Section 6. Resignation. Any Director may resign at any time from his/her position as a Director of the Board upon written notice to the Corporation and the Board of Directors. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the written notice of resignation.

Section 7. Removal. Members of the Board of Directors may be removed with or without cause. The Board of Directors, by a majority vote, may remove a Director from office. Following such removal, the vacancy in the Board shall be filled in accordance with Section 5 above entitled 'Vacancy'.

Section 8. Attendance. The official attendance record of each Director shall be reflected in the approved minutes of each Board meeting. The failure of a Director to attend three (3) consecutive meetings or one half of the regularly scheduled meetings in any fiscal year will require review by the Board for ongoing Membership. Any Director with three (3) consecutive unexcused absences will be removed from the Board.

Section 9. Quorum. At all meetings of the Board of Directors, one half plus one Member of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. All acts of a majority of Directors present at a meeting where a quorum is present shall be considered acts of the Board of Directors.

Section 10. Expenses. Any Director or Officer of the Corporation is authorized to receive reimbursement from the Corporation for actual expenses incurred when authorized by the Board of Directors.

ARTICLE V. OFFICERS

Section 1. Roster of Officers. Officers of the Corporation shall consist of the following: President, Vice President, Secretary, Treasurer and such other Officers and assistant Officers as the needs of the Corporation may require. These Officers shall be elected annually for a term of one (1) year. In the case of any vacancy occurring in any of the said offices, a successor may be elected at any regular meeting of the Board to complete the un-expired term of the vacant office. The officers shall take office at the end of the meeting at which they are elected.

Section 2. President. The President shall preside over all meetings of the Board of Directors, appoint all committee chairs and members, and oversee the working of the Board of Directors. The President will perform all duties incident to the office of President and other duties as may be prescribed by the Board of Directors from time to time and shall be an ex-officio Member of all committees and subcommittees of the organization, except the executive Committee on which the President shall act as Chairperson. The President shall abstain from voting except in the event his/her vote will break a tie.

Section 3. Vice President. The Vice President shall perform such duties as the Board and President shall assign and shall be authorized to carry out the duties of the President in his/her absence.

Section 4. Secretary. The Secretary shall have all minutes approved and will sign minutes of all meetings of the Board of Directors.

Section 5. Treasurer. The Treasurer shall oversee expenditures, be responsible for the review of finances, which includes the review of audit reports, and supervise the fiscal and monetary affairs of the

Corporation. They shall also have custody of the funds and securities of the Corporation and shall keep or cause to be kept, regular books of account for the Corporation. He/she will deposit or cause to be deposited all monies and other valuable effects in the name of, or to the credit of the Corporation. They shall also disburse funds of the Corporation, as may be ordered by the Board of Directors, making proper vouchers for such disbursements and shall render an account of all his/her transactions as treasurer and of the financial condition of the Corporation whenever called to do so. The Treasurer shall perform the duties and functions customarily performed by the fiscal agent of a Corporation; together with other duties as the Board of Directors prescribe.

Section 6. Removal. Any Officer may be removed by a vote of two-thirds of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the rights of the persons thereby.

Section 7. Election of Officers. Election of Officers shall be held every year at the Annual Meeting of the Board of Directors.

ARTICLE VI. COMMITTEES

Section 1. Committees of the Board. All committees and their chairperson, unless otherwise provided, shall be appointed by the Corporation Board of Directors. All funding involved within the committee shall be handled by the Treasurer. The two (2) committees of the Board shall be the Temporary Committee and the Standing Committee.

- A. **Temporary Committee.** The Temporary Committee will be utilized for issues and actions that should be reviewed by a committee but is temporary in nature.
- B. **Standing Committee.** The Standing Committee will be utilized for issues and actions that will be permanent in nature, for the operation of the organization. The four (4) Standing Committees for Harts 4 Haiti shall be the Public Relations Committee, Funding Committee, Child Sponsoring Committee, and Logistics/Trips Committee.

ARTICLE VII. MEETINGS

Section 1. Board of Directors Meetings. The Board of Directors shall meet at least quarterly to conduct any necessary business. The meetings will be held at a time to be determined by the board. Special meetings may be called by the president or any 3 members of the Board. Notice of board meetings shall be made to all Board members by the Secretary via phone, e-mail or US mail at least fourteen (14) calendar days in advance of the meeting.

Section 2. Annual Meeting. The annual meeting of the Corporation shall be held in January for the purpose of electing officers. The annual meeting shall be held on the first Tuesday of January each and every year except if the day is a legal holiday then in that event the Board of Directors shall fix the day but it shall not be more than two (2) weeks from the date fixed by these By-laws. The Secretary shall cause to notify each and every member in good standing as to the time and place of such annual meeting.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President whenever he/she shall deem such a meeting necessary. Special meetings of

the Board of Directors shall also be called by the President upon request for such meeting by four (4) Directors of the Board. The person or persons authorized to call special meetings of the Board may fix the location for holding that meeting. Notices of such meeting shall be electronically delivered to all members of the Board of Directors at least fourteen (14) calendar days prior to the scheduled date set for such special meeting. Such notices shall state the reasons that such meeting has been called, the business to be transacted as such meeting and whom. No other business but that specified in the notice may be transacted at the special meeting without the unanimous consent of all present at such meeting.

Section 4. Waiver of Notice. Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of that meeting except when the Director attends a meeting for the purpose of objecting to the meeting not being lawfully called or convened.

Section 5. Participation at Meetings. A Director may participate in a meeting in person, or by means of a telephone or video conference, or similar communication equipment, as the Directors may from time to time authorize, such that all persons participating in a meeting can hear each other. Participation by such means shall constitute presence in person at a meeting.

Section 6. Voting. At all meetings, except for the election of officers and directors, all votes shall be viva voce. Election ballots may be utilized at the discretion of the Chairman for the election of officers. Each director shall have one vote and such voting may not be by proxy. The Board of Directors may make such rules and regulation covering its meetings as it may in its discretion determine necessary.

ARTICLE VIII.

AMENDMENT OF ARTICLES OF INCORPORATION OR BY-LAWS

The Articles of Incorporation of the Corporation or these By-Laws may be amended with the affirmative approval of not less than eighty (80) percent of the Directors.

In case of amendment of the Articles of Incorporation, written notice of the meeting, its purpose, and a copy of the proposed amendment must be given to each Director at least fourteen (14) calendar days before the meeting is held, and in the case of amendment of the By-Laws, like notice and a copy of such proposed amendment has been given to each Director at least fourteen (14) calendar days before the meeting is to be held.

ARTICLE IX.

OPERATIONS

Section 1. Fiscal Year.

A. The fiscal year of the Corporation shall begin on January 1 and end on December 31.

B. The Board of Directors shall cause a report of the activities of the Corporation to be prepared annually and sent to such persons as the Board of Directors determines.

Section 2. Signatory Powers. All contracts and agreements authorized by the Board of Directors of the Corporation and all authorized checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money shall, unless otherwise directed by the Board of Directors or required by law, follow the current Agencies fiscal standard operating procedures.

Section 3. Books and Records. The Corporation will keep correct and complete books and records of account, and will keep minutes of its Board of Directors meetings. The Corporation will keep at its registered office the original or a copy of its By-Laws, including amendments to date, verified by the Secretary of the Corporation and an original or a duplicate Board register, giving the names of the Directors, and showing their respective addresses.

Section 4. Inspection of Books and Records. All books and records of the Corporation may be inspected by any Director for any proper reason at any reasonable time.

Section 5. Non-Profit Corporation. The Corporation will not have or issue shares of stock. No dividend will be distributed to any person. The Corporation may, however, permit compensation for expenses such as food, lodging and travel when acting on behalf of the Corporation, and/or hire and compensate such employees, as the Board of Directors deems necessary, to carry out the purpose of the Corporation.

ARTICLE X. CONFLICT OF INTEREST

A conflict of interest may exist when the interest or concerns of an interested person, a financial interest or other interest may be seen as competing with the interests or concerns of the Hearts 4 Haiti. Hearts4Haiti maintains a Conflict of Interest policy which provides guidelines governing competing interests. Hearts4Haiti Directors, employees, and/or representatives must strictly adhere to the Conflict of Interest Policy.

ARTICLE XI. ACCEPTANCE OF GIFTS AND DONATIONS

Hearts4Haiti maintains a policy on the acceptance of gifts and donations that will help the organization further and fulfill its mission. This policy provides guidelines governing the acceptance of gifts made to H4H for the benefit of any of its operations, programs, services or special projects. Hearts4Haiti Directors, employees, or representatives must strictly adhere to the Acceptance of Gifts and Donations Policy.

ARTICLE XII. INDEMNIFICATION

Section 1. Indemnification of Directors, Officers and Employees. The Corporation shall indemnify any Director, Officer, or employee who was or is a party or is threatened to be a part to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Director, Officer, or employee of the Corporation or is or was serving at the request of the Corporation as a Director, Officer or employee of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, to the extent and under the circumstances permitted by the applicable Corporation Law of the Commonwealth of Pennsylvania.

Such indemnification (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the Director, Officer, or employee is proper in the circumstances because he or she has met the applicable standards of conduct set forth in the applicable Corporation Law of the Commonwealth of Pennsylvania.

Such determination shall be made: (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not, and are not, parties to or threatened with any such action, suit or proceeding; or (2) if such a quorum is not obtainable, or is a majority vote of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel meeting the requirements or independence required by the applicable Corporation Law of Pennsylvania; or (3) by the Court of Common Pleas or the court in which such action, suit or proceeding was brought.

Section 2. Other Rights. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these By-Laws, any agreement, vote of disinterested Directors or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or employee, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 3. Insurance. The Corporation will purchase and maintain insurance on behalf of any person who is or was a Director, Officer or employee of the Corporation, or is or was serving at the request of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, Officer or employee of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trustee or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him/her against any such liability.

ARTICLE XIII. ROBERT'S RULES

In matters of procedure not specifically delineated in these By-Laws, Robert's Rules of Order will be followed.

ARTICLE XIV. DISSOLUTION

This Corporation may be dissolved by the affirmative vote of two-thirds of the entire Membership of the Corporation at any regular or special meeting, provided that written notice of such meeting and the purpose has been given to each of the Directors at least ten (10) days prior to the date such meeting is held. The Directors may cast their votes in person or by written ballot received by the Secretary prior to the time of such regular or special meeting.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, education or scientific purposes as at the time shall qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any remaining assets to be disposed of may be disposed of by the Court of Common Pleas of the County of Butler exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

HEARTS4HAITI
SIGNATORY/APPROVAL OF BY-LAWS

REVISED this _____ day of _____, at the meeting of the Board of Directors, during which time a quorum was present.

ATTEST:

Secretary

Printed Name

Amended: By Board of Directors

Date: