

COPY

Heartland Resources, Inc.

BY-LAWS

MISSION STATEMENT

To secure compliance with the requirements of the Federal laws and regulations by virtue of the Older Americans Acts. In recognition of the advisability to provide support and assistance to the elderly and handicapped population of Lewis County, Missouri and such surrounding counties and areas. To administer programs available for the enhancement and improvement of the welfare of older Americans and handicapped individuals of Lewis County, Missouri and such other surrounding counties and areas as the Board of Directors may be permitted to act by law.

ARTICLE I. NAME AND PURPOSE

Section 1. The name of the organization shall be Heartland Resources, Inc.

Section 2. This shall be a not-for-profit organization Incorporated under the laws of the State of Missouri governing not-for-profit corporation under chapter 355 RSMO, and Internal Revenue Code 501(C)(3).

Section 3. To secure programs beneficial to the population of Lewis County and such counties and areas of Missouri as the Board of Directors may authorize and be permitted to act by law.

To secure for the elderly and handicapped population of the service area, those beneficial programs which, in the opinion of the Board of Directors, may be helpful and important to the target population. To secure such funds as may be necessary to provide and protect the same population and to assure their acquisition of all rights under the laws of the United States and State of Missouri.

To secure public and private funding for the objectives of the organization. To conduct fundraising affairs and generally to provide financial assistance to the programs that will be beneficial and of assistance to the elderly and handicapped clients in the service area.

ARTICLE II. LOCATION OF ORGANIZATION

The Principle office of the organization is located at 108 East Main Street, in Ewing, Missouri.

ARTICLE III. MEMBERSHIP

Section 1. The membership of this Corporation shall consist of duly elected board of directors residing in the Corporation service delivery area who have attained the age of eighteen (18) years or more and who express an interest in carrying out the general purposes of the Corporation.

Section 2. Each member shall be entitled to one vote on all matters which shall be submitted to the majority vote of the entire membership present at said meetings.

Section 3. Annual meetings of the membership shall be held at a date to be established by the Board of Directors in each year between August 1 and September 30. The meeting shall be held at the principle office of the Corporation or such other place as may be designated. Notice of such meeting shall be published prior to the meeting date.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The Board of Directors of the Heartland Resources, Inc. shall be the governing body of this Corporation and shall consist of nine (9) voting members.

Sections 2. All members of the Board of Directors shall be elected for staggered terms and hold office for a term of three years and shall serve until his/her successor has been duly elected and qualified. Board members must sign a conflict of interest statement, code of ethics and board of director's functions each year prior to being seated to the board. Copies of these documents are attached to the By-Laws as Appendix 1, 2 and 3.

Section 3. The Board of Directors shall organize by electing a member of their number as Chairman of the Board who shall preside at all meetings and shall be a member of all committees with the exception of the Nominating Committee in an ex officio capacity.

- A. Vice-Chairman of the Board will be elected who will preside in the absence of the Chairman.
- B. Secretary and Treasurer shall be elected by the membership of the Board of Directors. Those officers shall carry out the duties required by law.
- C. The officers shall serve a two-year term and may succeed themselves for two consecutive terms, or longer as determined by a 2/3 vote by the Board of Directors.

Removal of any officer or board member shall be at the discretion of the Board members present by a vote of two-thirds (2/3). Removal from the Board shall become automatic after missing four (4) unexcused consecutive meetings.

Section 4. The Board of Directors shall hold regular scheduled meetings at the principle office of the Corporation, or such other place as may be agreed upon by said Board. Special meetings of the board may be called by the Chairman for transacting of business and may be call upon by written request of any three (3) members of the quorum shall consist of five (5) members. Board meetings are open to the public, however may be subject to closure, during executive sessions, or otherwise lawfully permitted.

ARTICLE V. DUTIES AND POWERS

Section 1. The Board of Directors shall serve as the governing body of the Corporation and be responsible for the programs and fiscal affairs of this Corporation.

Section 2. An Executive Committee consisting of the four elected officers and the Executive Director as an ex-officio member shall meet to carry out necessary business that may arise between regular meetings. Minutes of any such meeting shall be made available at next regular Board meeting.

ARTICLE VI. ORGANIZATIONAL SERVICES

Section 1. The Corporation shall be operated from its general office under the management of the Executive Director and staff together with such other offices and/or authorized personnel as may be determined by the Board of Directions.

Section 2. It is intended that the Corporation will provide leadership and staff in the service area to develop and carry out beneficial and sustaining programs for the target population of the service area which may include nutrition, in-home services, information and referral, leisure time activities and such other beneficial and support programs as may be determined from time to time by the Board of Directors.

Section 3. Services needs will be estimated from time to time based upon the population figures for the target persons in the service area.Section 4. Appropriate fiscal management and controls will be imposed consistent with the goals of providing the services proposed to the service population, when controls will be consistent with generally accepted accounting principles. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and or behalf of the corporation, and such authority may be general or confined to specific instances.

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances. All checks, drafts or any other orders for payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by order of the Board.

All funds of the corporation shall be deposited to the credit of the corporation in such bank, trust companies or other depositories as the Board may select in accordance with funding and source regulations. Audits of records of all of those serving the organization will be provided in order to make a determination of any fraud or mistaken use of the funds of the corporation. Programs shall be audited by an independent auditor annually.

ARTICLE VII. DISSOLUTION PROVISION

Section 1. 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 assets of the corporation exclusively for charitable, educational or scientific purposes as shall at the time 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 such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII. LIMITATION OF SERVICES

Section 1. Notwithstanding any other provisions of these articles, the corporation shall not conduct any other activities not permitted:

- (a) By the corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or by corresponding provisions of any future United States Internal Revenue Law) or
- (b) By the corporation, contributions which are deductible under Section 170 (o) (2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law.)

Section 2. No part of the net earnings of the corporation shall financially profit or be distributable to its individual members, Board of Director, or officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 3. No substantial part of the activities of the organization shall be the carrying on of propaganda, and the organization shall not participate in nor interfere in any political campaign on behalf of any candidate for public office.

ARTICLE IX. COMMITTEES

Section 1. A standing Nominating Committee shall be elected by the Board of Directors (in accordance with the directive in Article III, Section 1) and consist of three (3) Board members. The committee shall elect its own chairman. The nominating committee shall prepare a slate of nominees for selection as board members at the annual meeting. This committee shall function throughout the year to name candidates for any vacancy among the board of officers.

Section 2. A standing Finance Committee shall be appointed by the Chairman to serve in an advisory capacity. The duties of this committee are to review and approve annual budgets and assure fiscal policies of the corporation are followed. *who?*

Section 3. A standing Fund Raising committee shall be appointed by the Chairman that will work with the Executive Directors, staff and volunteers for the purpose of generating funds from private sources.

Section 4. A standing Personnel committee shall be appointed by Chairman annually. Responsibilities of the committee include: (1) review of the personnel policies; and filling the vacancy of the Executive Director. (Hiring procedure attachment 1)

Section 5. A standing By-Laws committee shall be appointed annually by the chairman. Responsibilities include reading and reviewing the By-Laws and proposing changes to be voted on by the Board of directors.

Section 6. A standing Long Range planning committee shall be appointed by the chairman. The duties of this committee include: establishment of long range goals and objectives for the organization and recommendations for implementing of new program initiatives,

Section 7. A standing Public relations committee shall be appointed by the chairman. The duties of this committee include promoting a desirable image of the organization to the general public in order to achieve objectives.

Section 8. The Chairman of the Board shall appoint other committees, as needed.

Budget committee

ARTICLE X. ORDER OF BUSINESS

Section 1. Order of business shall be that normally invoked for not-for-profit Corporation and any question of parliamentary procedure shall be satisfied by the use of Robert's Rules of Order.

Section 2. Repeal of Amendment of By-Laws. These By-Laws may be altered, amended or repealed and new By-Laws adopted by the 2/3 present at any regular meeting. The amendments or revisions shall be submitted at said regular meeting and shall be accepted at next regular meeting.

Section 3. By-Law changes may be presented at one board meeting and approved at the following meeting.

Signatures

Secretary

Vice-Chair

Chairman