

**BYLAWS  
OF  
THE H.E.A.R.T. OF MISSISSIPPI  
(HEALTH EDUCATION ADVANCEMENT, RESEARCH, AND TRAINING)**

**ARTICLE I.  
NAME AND PURPOSE**

**SECTION 1. *Name.***

The name of the organization shall be The H.E.A.R.T. of Mississippi (Health Education Advancement, Research, and Training), (the "Organization"). It shall be a nonprofit organization incorporated under the laws of the State of Mississippi.

**SECTION 2. *Purpose.***

The H.E.A.R.T. of Mississippi (Health Education Advancement, Research, and Training) is an organization operated exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code.

The purpose of the Organization includes, but is not limited to, using the collaborative efforts of health care and Christian spiritual professionals and organizations to promote health education in the community, emphasize holistic wellness that includes spiritual wellbeing and use of prayer in meetings and classes, emphasize its belief that life begins at conception and marriage should be heterosexual and monogamous, and to advance the education, training, and skills of healthcare professionals.

**ARTICLE II.  
LIMITATIONS**

**SECTION 1.**

No part of the net earnings of the Organization shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof.

**SECTION 2.**

No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Organization 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.

**SECTION 3.**

Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE III.  
MEMBERSHIP**

**SECTION 1. *Membership.***

Membership shall consist of the board of directors.

ARTICLE IV.  
BOARD OF DIRECTORS

SECTION 1. *Board role, size, and compensation.*

The board is responsible for overall policy and direction of the Organization, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to twelve (12), but not fewer than five (5) members. The board receives no compensation other than reasonable expenses.

SECTION 2. *Terms.*

The elected members of the board of directors will be appointed for staggered terms of two years. To achieve staggered terms, the initial election of these members will be as follows: three (3) for terms of two years and the remainder for terms of one year.

SECTION 3. *Meetings and notice.*

The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance. Individual meetings shall be opened to the public by a majority vote of the Directors present at such meeting, provided there is a quorum present; otherwise, meetings shall be closed to the public. Prayer and the United States "Pledge of Allegiance" (including the reference to "God") shall be allowed at Board Meetings.

SECTION 4. *Board elections.*

During the last quarter of each fiscal year of the Organization, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

SECTION 5. *Election procedures.*

New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

SECTION 6. *Quorum.*

A quorum must be attended by a majority of the board members for business transactions to take place and motions to pass.

SECTION 7. *Officers and Duties.*

There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

*The chair* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

*The vice-chair* shall chair committees on special subjects as designated by the board.

*The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

*The treasurer* shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

SECTION 8. *Vacancies.*

When a vacancy on the board exists mid-term which brings the total number of directors to less than seven (7), the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. Otherwise, any vacancy may be filled at the discretion of the board. These nominations shall be sent out to board members

with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

SECTION 9. *Resignation, termination, and absences.*

Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from regularly scheduled board meetings in a year. A board member may be removed for other reasons by a two-thirds majority vote of the remaining directors.

SECTION 10. *Special meetings.*

Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least one week in advance.

ARTICLE V.  
COMMITTEES

SECTION 1. *Committee formation.*

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board Chair appoints all committee chairs.

SECTION 2. *Certification Compliance Committee.*

The board shall create a Certification Compliance Committee of at least three board members. The Certification Compliance Committee is responsible for keeping record of and maintaining compliance with various certifications of the Organization. As the primary purpose of the Organization involves Health Education, the Certification Compliance Committee will report to the board about instructors for various certification classes, certification of the Organization in various programs on both the State and National level, and review instructor applications for required certification information. This provision does not in any way create a liability on behalf of the Organization concerning the certification and credentials of individual instructors. The Certification Compliance Committee does not guarantee to the public or those taking classes the proper certification of instructors but may rely in good faith on the representations and applications of instructors who apply to teach courses and programs for the Organization.

SECTION 3. *Executive Committee.*

The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

SECTION 4. *Finance Committee.*

The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the Organization are public information and shall be made available to board members and the public.

ARTICLE VI.  
DIRECTOR AND STAFF

SECTION 1. *Executive Director.*

Initially, the board of directors will supervise the day-to-day operations of the Organization.

The board of directors may appoint an executive director whose duties shall be outlined by such board and upon hiring, such duties shall be revised and edited as necessary. The executive director shall have day-to-day responsibilities for the Organization, including carrying out the Organization's goals and policies. The executive director shall not also serve as the chair, vice-chair, secretary, or treasurer. The executive director will attend all board meetings, report on the progress of the

Organization, answer questions of the board members and carry out the duties described in the job description. As necessary, the board of directors may appoint a staff member to assume the duties of the executive director. If a staff member serves on the board, he/she shall not vote on issues regarding his/her compensation, benefits or other decisions pertaining to his/her own personal gain.

**SECTION 2. Staff.**

The board of directors has the authority to create and fill staff positions at its discretion. Hiring decisions shall be approved by a two-thirds majority vote of the board of directors.

**ARTICLE VII.  
WHISTLEBLOWER POLICY**

**SECTION 1.**

If any employee reasonably believes that some policy, practice, or activity of the Organization is in violation of law, a written complaint must be filed by that employee with the Executive Director or the Board Chair. It is the intent of the Organization to adhere to all laws and regulations that apply to the Organization and the underlying purpose of this policy is to support the Organization’s goal of legal compliance. The support of all employees is necessary to achieving compliance with various laws and unlawful activity, policy, or practice to the attention of the Organization and provides the Organization with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees that comply with this requirement. The Organization will not retaliate against an employee who in good faith, has made a protest or raised a complaint against some practice of the Organization, or of another individual or entity with whom the Organization has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy. The Organization will not retaliate against employees who disclose or threaten to disclose to a supervisor or a public body, any activity, policy or practice of the Organization that the employee reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy.

**ARTICLE VIII.  
DOCUMENT RETENTION POLICY**

**SECTION 1.**

It is the intention of The H.E.A.R.T. of Mississippi (the “Organization”) to be accountable to the public and transparent through enforcing operational policies. The Organization strives to eliminate accidental or innocent document destruction by following a document destruction/retention schedule. The Executive Director, or designee of the board, will review the document destruction schedule on a set date or by December 31 of each year and implement the recommendations by destroying documents based on the schedule below. In the event that documents must be kept permanently, the Director will ensure that those documents have been identified, recorded and stored in a safe place.

<b>Type of Document</b>	<b>Minimum Requirement</b>
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years

Employment applications	3 years
Expense Analyses/expense distribution schedules	7 years
Year End Financial Statements	Permanently
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws and charter	Permanently
Patents and related papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years

ARTICLE IX.  
DISSOLUTION

SECTION 1.

Upon the dissolution of the Organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all the assets of the Organization exclusively for the purposes of the Organization in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, 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 or the corresponding section of any future tax code. Any such assets not so disposed of shall be disposed of by the chancery court of the county in which the domicile of the Organization is then located, exclusively for such purposes to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX.  
AMENDMENTS

The use of prayer, the United States “Pledge of Allegiance,” and reference to “God” shall not be amended; otherwise, these bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-third majority vote on this the 11<sup>th</sup> day of May, 2012.

ADOPTED this the 11<sup>th</sup> day of May, 2012.

BY: Brandon Hartfield  
NAME, Chair

BY: Clara Bilbo  
NAME, Secretary