

1 AMENDED AND RESTATED
2 BYLAWS

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4 OF

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6 MISSISSIPPI HEARTS AGAINST AIDS
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10 ARTICLE I

11 NAME AND OFFICES; DEFINITIONS AND CONSTRUCTION

12 Section 1. NAME. The name of the corporation shall be Mississippi HeARTS
13 Against AIDS. (“HeARTS”) Mississippi HeARTS Against AIDS was established in 1992 in an
14 effort to assist Mississippians living with HIV/AIDS. Originally a project of the Mississippi
15 Episcopal AIDS Committee, the organization staged its first benefit on February 13, 1993, at Hal
16 & Mal’s in downtown Jackson. A Valentines-theme evening including a silent and live auction,
17 as well as a dance featuring performances by Mississippi bands and musicians. Donations by
18 artists, musicians, and local restaurants and caterers contributed to the success of this first state-
19 wide benefit for the HIV/AIDS Community.
20

21 Since then, the organization has continued to rely on an annual Valentine’s auction and
22 dance as its primary means of fundraising. The benefit has been hosted at Hal & Mal’s, as well
23 as St. Andrew’s High School in Ridgeland and the North End in northeast Jackson. An annual
24 tee-shirt, designed by popular Mississippi artists (and occasionally high school students) is
25 another successful profit-generating project. Members have also taken part in other community
26 fairs and festivals to raise awareness about the organization and its mission
27

28 Each year HeARTS dedicates the benefit to an individual or organization who has made a
29 special contribution to helping Mississippians living with HIV/AIDS. Past recipients of this
30 dedication include Sister Dorothy Ann Kudinger, Colonel Robert S. McGowan of Grace House,
31 and The Clarion-Ledger, among others.
32

33 HeARTS was incorporated as a 501(c)3 nonprofit organization in 1997. Diversity in the
34 membership is encouraged.
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37 Section 2. OFFICES. The principal office shall be located at such physical addresses
38 in the State of Mississippi as may be designated from time to time by the Board of Directors.
39 Other offices for the transaction of business shall be located at such places, either within or
40 without the state of Mississippi as the Board may determine.
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42 Section 3. BYLAWS DEFINITIONS. Unless the context in which they are used
43 clearly indicates that a different definition is intended, the following terms, when used in these
44 Bylaws, shall have the following meanings:

45
46 (a) Act: The term "Act" means the Mississippi Nonprofit Corporation
47 Act, Sections 79-11-101 et seq. of the Mississippi Code Annotated of 1972, as
48 well as any corresponding successor statutes thereto and provisions thereof.

49
50 (b) Articles: The term "Articles" means the Articles of Incorporation of
51 HeARTS, together with any amended and restated Articles of Incorporation of the
52 Corporation and Articles of Merger in which HeARTS is the surviving
53 corporation, then currently in effect from time to time.

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55 (c) Board: The term "Board" means the Board of Directors of HeARTS,
56 as distinct from The Committee.

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58 (d) The Committee: The term "The Committee" means The Committee, as
59 distinct from The Board of Directors.

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61 (e) Corporation: The term "Corporation" means the incorporated
62 nonprofit entity referred to in Section 1 of Article I of these Bylaws.

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65 Section 4. ACT DEFINITIONS. Unless the context in which they are used clearly
66 indicates that a different definition is intended, any terms used in these Bylaws is either defined
67 in Article I, section 3, or by the act itself.

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69 Section 5. BYLAWS CONSTRUCTION. These Bylaws are the code of rules for the
70 regulation or management of the affairs of the Corporation. Any conflicts between the
71 provisions of these Bylaws and the nondiscretionary provisions of the Act shall be resolved in
72 favor of the provisions of the Act. These Bylaws shall be interpreted and construed consistently
73 with the applicable provisions of the Act.

74 75 ARTICLE II

76 77 MISSION AND POLICIES

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79 Section 1. MISSION. HeARTS is organized under the laws of the State of
80 Mississippi for charitable, educational, scientific and religious purposes as set forth in its
81 Certificate of Incorporation. The Mission of Mississippi HeARTS Against AIDS (HeARTS), an
82 all volunteer organization, is to raise money for community-based groups that demonstrate
83 concern, love and support for those affected by HIV/AIDS. The goals of HeARTS is to provide
84 funding for these community-based groups throughout the State of Mississippi that:

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86 1) provide financial assistance for those affected by HIV/AIDS

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Section 3. BOARD MISSION. The Board shall, in good faith, use its best efforts to promote the mission of HeARTS.

Section 4. DUTIES AND RESPONSIBILITIES. Each member of the Board of Directors is expected to actively participate in the Board's activities, projects, or committee work and make financial contributions to the extent of ability in support of HeARTS. Each director, when elected to serve, assumes the following responsibilities:

1. Support the Organization's Mission and Purpose
2. Ensure Effective Organizational Planning
3. Ensure Adequate Resources
4. Manage Resources Effectively
5. Determine and Monitor the Organization's Programs and Services
6. Enhance the Organization's Public Image
7. Assess Its Own Performance
8. To serve as a consultant to HeARTS in the following areas:

(a.) Provide continuity for the organization by maintaining a corporation or legal existence, and to represent the organization's point of view through interpretation and advocacy of its products and services.

(b.) Govern the organization by broad policies and objectives including the assigning of priorities and ensuring the organization's capacity to carry out programs by continually reviewing its work.

(c.) Acquire sufficient resources for the organization's operations and to finance its fundraising activities.

(d.) Provide for fiscal accountability, approve the budget, and formulate policies related to contracts from public or private resources.

(e.) Accept responsibility for all conditions and policies attached to new, innovative, or educational programs.

9. Elect the Chairperson-Elect and if necessary, because of vacancy, the Chairperson of the Committee.

Section 5. REQUIREMENTS OF DIRECTORS. In addition to the requirements of the Act and the laws of the State of Mississippi, each director shall:

- 172 (a) Keep himself or herself informed of the business and affairs of HeARTS;
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174 (b) Regularly attend and actively participate in the meetings of the Board and any
175 committees of the Board upon which the director serves;
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177 (c) Actively support the activities of HeARTS, such support to include participation
178 in all fund raising activities of HeARTS either financially or by attendance.
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181 Section 5. VACANCIES. If a vacancy occurs on the Board of Directors, it may be
182 filled for the unexpired term by majority vote of the Board and confirmed at the next meeting of
183 The Committee.
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185 Section 6. GENERAL POWERS. All corporate powers of HeARTS shall be
186 exercised by or under the authority of, the Board. The activities and affairs of HeARTS shall be
187 managed under the Board direction.
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189 Section 7. ANNUAL MEETINGS. An annual meeting of the Board shall be held
190 within thirty (30) days of the start of the fiscal year. At the annual meeting, the Board shall elect
191 its officers.
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193 Section 8. REGULAR MEETINGS. The Board will meet regularly, at a designated
194 place, date, and time. Notice of the date, time, and place, of regular meetings of the Board shall
195 be given by the President or at the President's direction the Secretary to each director, at least
196 two (2) weeks prior to the date of such meeting, but it shall not be necessary to describe in the
197 notice the purpose of the regular meeting.
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199 Section 9. SPECIAL MEETINGS. Special meetings of the Board may be called at
200 any date, time and place by the President or by any five (5) Directors. Proper notice (see
201 Article IX of these Bylaws) stating the place, date and time of a special meeting, shall be given
202 by the President or at the President's direction, the Secretary to each director, at least two (2)
203 days prior to the date of such meeting, with notice describing the purpose of the special meeting.
204

205 Section 10. TELEPHONIC MEETINGS PERMITTED. Regular or special meetings
206 may be held through the use of a telephone, as long as all Directors participating can
207 simultaneously hear each other during the meeting. A director participating in a meeting by this
208 means is deemed to be present in person at the meeting.
209

210 Section 11. ACTION BY CONSENT OF DIRECTORS. Any action required of the
211 Board may be taken without a meeting if written consent, describing the action taken, is signed
212 by all of the Directors and included in the minutes or filed with the corporate records reflecting
213 the action taken. The action will be effective when the last director signs the consent, unless the
214 consent specifies a different effective date. Action by consent is to have the same effect as a
215 meeting vote and may be described as such in any document.
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217 Section 12. QUORUM. Unless the Act or the Articles require a greater number, a
218 majority of the number of voting membership in office immediately before the meeting begins
219 shall constitute a quorum for the transaction of business at any meeting of the Board.
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221 Section 13. VOTING. Unless the Act or the Articles states otherwise, the affirmative
222 vote of a majority of the Directors present when a vote is taken at a meeting at which a quorum
223 exists shall be the act of the Board. Directors may not vote by proxy.
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225 Section 14. COMPENSATION. No voting director shall receive any salary or other
226 compensation for services as a director unless otherwise specifically ordered by the Board. No
227 paid employee of HeARTS shall be eligible to serve as a director.
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229 Section 15. REMOVAL. Any one (1) or more of the Directors may be removed by
230 unanimous vote of the remaining Board, either with or without cause, but only at a meeting of
231 the Board with the notice of the meeting being required to state that the purpose is consideration
232 of the removal of the Director or Directors. The removal of the Director will become effective as
233 specified in the notice.
234

235 Section 16. RESIGNATION. A director may resign at any time by delivering notice
236 to the Board, its President, or the Secretary of the Board. A resignation is effective when a
237 director delivers notice of resignation in accordance with Article IX of these Bylaws unless the
238 notice specifies a later effective date. A director who fails to attend four (4) consecutive
239 meetings or five (5) non-consecutive meetings of the Board without having reasonable cause for
240 absence may be subject to removal from the board.
241

242 Section 17. EMERITUS STATUS. The Board shall have authority to elect any past
243 President to emeritus status. Upon election to emeritus status, the individual may attend and
244 participate in the meetings of the Board but shall have no vote as a director.
245

246 Section 18. LIABILITIES. A member of the Board shall not, as such, be personally
247 liable for the acts, debts, liabilities, or obligations of HeARTS.
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249 ARTICLE IV

250 OFFICERS OF THE BOARD

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253 Section 1. NUMBER AND QUALIFICATIONS. The officers of The Board of
254 Directors shall consist of a President of the Board, a Vice President, a Secretary, a Treasurer (to
255 also serve as the Treasurer of The Committee) and such other officers, employees or agents as
256 shall from time to time be deemed necessary by the Board.
257

258 Section 2. ELECTION AND TERM. Except as otherwise provided in this Article IV
259 with respect to automatic succession of certain offices, the Directors shall elect the officers of
260 The Board. Each officer shall hold office for 12 months or until his or her successor shall have
261 been duly appointed. Any officer may be elected for successive terms.

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Section 3. PRESIDENT OF THE BOARD. The President shall be a director and shall preside at all meetings of the Directors or shall designate some other person to preside at such meeting. The President shall have general supervision and management of the business policy of HeARTS and shall have the power and authority to sign, make, execute, and deliver any and all deeds or conveyances, leases, contracts, assignments, releases, share certificates, and all other documents and instruments on behalf of HeARTS. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 4. VICE PRESIDENT. The Vice President shall be a director and shall perform all duties incident to the office of Vice President as may be prescribed by the Board or by the President from time to time. The Vice President shall perform and be vested with all the powers and duties of the President in the event of the death, disability, incapacity or absence of the President. Upon the expiration of the President’s term of office, the Vice President shall automatically succeed to the office of President.

Section 5. SECRETARY. The Secretary shall be a director and shall: (a) keep and prepare the minutes of the meetings of the Board in one or more books provided for that purpose; (b) see that all notices are given in accordance with the provisions of these Bylaws and as required by law; (c) be custodian of HeARTS’ records and be responsible for authenticating records of HeARTS; (d) keep or cause to be kept, and file or cause to be filed, such reports, except financial reports and statements, as HeARTS is required to keep and maintain pursuant to the Act; and (e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board. In the absence of a secretary, the duty to record the minutes may be delegated to an appointed temporary secretary of a particular meeting at the sole discretion of the President, in which case the secretary shall be relieved of duty at such meeting.

Section 6. TREASURER. The Treasurer may or may not serve as a Director on the Board and shall also serve as Treasurer of The Committee and shall: (a) keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of HeARTS, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; (b) oversee and be responsible for the funds, instruments and securities of HeARTS; (c) oversee the receipt of moneys due and payable to HeARTS from any source whatsoever; (d) oversee the deposit of all such moneys in the name of HeARTS in such banking or savings institution or institutions as shall be selected by the Board; (e) prepare, or have prepared, such reports of the financial condition of HeARTS as may be required to include, but not limited to, a profit and loss statement and annual budget; and (f) in general, be the chief financial officer of HeARTS and perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board.

306 Section 7. RESIGNATION. An officer of the Board of Directors may resign the
307 office at any time by delivering notice to the Board of Directors. A resignation is effective when
308 the notice is delivered unless the notice specifies a later effective date.

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310 Section 8. REMOVAL. Any officer of the Board of Directors may be removed from
311 office by the Board at any time whenever, in the Board's judgment, the best interest of HeARTS
312 would be served thereby. Such removal may be made with or without cause.

313 Section 9. VACANCIES. A vacancy in any office, because of death, incapacity,
314 resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors, at
315 any meeting thereof, for the unexpired period of the term.

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317 Section 10. CHECKS AND DEPOSITS. Checks, drafts, or other orders for the
318 payment of money, notes or other evidences of indebtedness issued in the name of HeARTS
319 shall be signed by the Treasurer of HeARTS AND either the President or Vice President of
320 HeARTS. Any un-budgeted expenditure shall be approved by majority vote of the Board. All
321 funds of HeARTS, not otherwise employed, shall be deposited to the credit of HeARTS in such
322 banks, savings institutions, trust companies, or other depositories as the Board of Directors, by
323 resolution, may select.

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325 ARTICLE V

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327 MEMBERS OF THE COMMITTEE, VOLUNTEERS & ETHICS

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329 Section 1. SHARES AND DISTRIBUTIONS. HeARTS shall issue no shares, and
330 no member of HeARTS shall receive any shares in HeARTS. There shall be neither any
331 distribution of a dividend or payment of any part of the income or profit of HeARTS to or among
332 its members, Directors, or officers nor any inurement to the benefit of any member, director,
333 officer of HeARTS or other private individual of any part of the net income, profit or earnings of
334 HeARTS.

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336 Section 1. MEMBERS. The Committee is formed with the main purpose of
337 organizing and producing the annual Valentine benefit or any other fund raising event approved
338 by The Board. This is a working committee rather than a social organization and must operate on
339 a business level. Members are recruited with this in mind.

340

341 Section 2. REQUIREMENTS OF MEMBERS. HeARTS Committee membership
342 consists primarily of:

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- 344 a) Persons of good will and intent dedicated to the mission of HeARTS
- 345 b) Persons with valuable experience, skills and/or information
- 346 c) Coordinators of sub-committees

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348 Section 3. VOLUNTEERS. HeARTS welcomes and relies on the donations and
349 service of its non-membership volunteers. Volunteers are recruited as needed, usually by the
350 Committee to facilitate the fulfillment of its Responsibilities.

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352 Non-membership volunteers have no voting capacity on the Committee and are not
353 required to attend Committee meetings
354

355 Volunteers shall report to a specific Committee member. The Committee member is
356 responsible for supplying the volunteer's name and duties to the Committee Chairman.
357

358 Students from area high schools and colleges will be invited to volunteer for benefit
359 duties.
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361 Section 4. RIGHTS AND OBLIGATIONS. All members of The Committee shall
362 have the same rights and obligations with respect to voting and all other matters, unless or as
363 otherwise specifically set forth in these Bylaws. HeARTS members are reminded that each
364 member is a spokesperson for the organization and care must be taken in what is said or
365 promised to others. The manner in which HeARTS business is conducted each year affects the
366 organization and the ones it seeks to help. Discretion must be maintained when discussing
367 internal affairs with those outside the organization. The Committee President and the Board of
368 Directors are the spokespersons of the organization and questions concerning the operation of
369 HeARTS or its benefits should be directed to these members.
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371 Section 5. TRANSFERS. No member of The Committee may transfer a membership
372 or any right arising there from.
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374 Section 6. LIABILITIES. A member of The Committee shall not, as such, be
375 personally liable for the acts, debts, liabilities, or obligations of The Committee or HeARTS.
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377 Section 7. TERMINATION. If, in the opinion of the Board of Directors any
378 Committee member or other constituent of HeARTS acts in such a manner as to reflect discredit
379 upon the organization, the member will be requested to discontinue their membership.
380 Disconsolation of membership will be considered by a majority of the Board of Directors and
381 Committee Chair.
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383 ARTICLE VI

384 MEMBERS' MEETINGS AND VOTING

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387 Section 1. ANNUAL BUSINESS MEETINGS. Committee Members will meet
388 annually. The time and place will be selected by the Committee Chairperson. The purpose of the
389 meeting shall be to elect members of the Board of Directors and conduct other Committee
390 business as appropriate.
391

392 Section 2. SPECIAL MEETINGS. Special meetings of the Committee members may
393 be called by the Chairperson or, in his or her absence, by the Chairperson-Elect, or by a majority
394 of the members of the entire Committee. A special meeting shall also be called by the

395 Chairperson within thirty (30) days of receipt of written application from twenty-five percent (25
396 %) of the Committee membership, at a place convenient to the Committee membership.

397
398 Section 3. NOTICE. Notice of the time and place shall be given to each voting
399 member at least ten (10) working days prior to the meeting.

400
401 Section 4. QUORUM. A quorum for meeting of the Committee members shall
402 consist of one-fourth (1/4) of the voting members.

403
404 Section 5. VOTING. Except as otherwise provided in the Act, at every Committee
405 meeting, each member entitled to vote upon the matter in question shall be entitled to cast
406 one (1) vote on such matter, which vote may be cast by the member either in person or by proxy.
407 Unless the Articles, these Bylaws, or the Act require a greater number of affirmative votes,
408 action on a matter is approved or ratified by the affirmative vote of a majority of the votes
409 represented and voting at a duly held meeting at which a quorum is present.

410
411 Section 6. ACTION WITHOUT MEETING. Any action required or permitted by
412 the Act, the Articles or these Bylaws to be approved by the Committee members may be
413 approved without a meeting if one or more written consents, describing and approving the action
414 , is signed by those members holding and representing eighty percent (80%) of the voting power
415 entitled to vote on the action. Such notice shall be delivered to The Committee for inclusion in
416 the minutes or filing with the corporate records. Such consent is to have the same effect as a
417 meeting vote and may be described as such in any document. Notice of Committee member
418 approval pursuant to this section shall be given to all members who have not signed the written
419 consent. If notice is required, member approval pursuant to this section shall be effective ten
420 (10) days after such notice is given.

421
422 Section 7. ORGANIZATION. The Committee Chairperson or, in his or her absence
423 the Chairperson-Elect, shall call meetings of the members to order and shall preside at such
424 meetings, unless otherwise determined by a majority of the members present in person or by
425 proxy and entitled to vote at such meeting. In the absence of the Secretary or due to his or her
426 inability to act at such meeting, the presiding officer shall appoint another person to act as a
427 temporary secretary.

428
429 Section 8. MEMBERS' LIST. After fixing the date for notice of a meeting, the
430 Secretary shall prepare an alphabetical list of the names of all members of The Committee who
431 are entitled to notice of the members' meeting. The members' list shall be available for
432 inspection by any member for the purpose of communications with other members concerning
433 the meeting beginning two (2) business days after notice of the meeting is given and continuing
434 through the meeting. The Committee shall also make the members' list available for inspection at
435 any time during the meeting or any adjournment thereof.

436
437 Section 9. PROXIES. A Committee member may appoint a proxy to vote or
438 otherwise act for the member. All appointments by a member of a proxy shall be duly appointed
439 in writing, properly signed (either personally or by such member's attorney-in-fact) and shall be

440 effective when received by the Secretary or other officer or agent authorized to tabulate votes
441 prior to the commencement of the meeting. Only a member may serve as a proxy.

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444 ARTICLE VII

445
446 OFFICERS OF THE COMMITTEE

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448 Section 1. COMPOSITION. The officers of the Committee shall consist of a
449 Chairperson, a Chairperson-Elect, a Secretary, a Treasurer (see Section 6), and Sub-Committee
450 Chairs and such other officers, employees or agents as shall from time to time be deemed
451 necessary by the Committee Chairperson.

452
453 Section 2. ELECTION AND TERM. Except as otherwise provided in this Article
454 VII, at its annual meeting, the Committee Members shall elect the Committee Officers to a one-
455 year term, which are not otherwise appointed or elected by the Board of Directors or the
456 Chairperson of the Committee. Each officer will remain in office until his or her successor shall
457 have been duly appointed. Officers and Sub-Committee Chairs may be elected for successive
458 terms.

459
460 Section 3. CHAIRPERSON. The Chairperson shall preside at all meetings of The
461 Committee or shall designate some other person to preside at such meeting. The Chairperson
462 shall have general supervision and management of the business policy of The Committee and
463 shall have the power and authority to sign, make, execute, and deliver any and all deeds or
464 conveyances, leases, contracts, assignments, releases, share certificates, and all other documents
465 and instruments on behalf of The Committee as delegated by the Board of Directors. The
466 Chairperson shall perform all duties incident to the office of Chairperson and such other duties
467 as may be prescribed by the Board of Directors from time to time.

468
469 Section 4. CHAIRPERSON-ELECT. The Chairperson-Elect shall preside at all
470 meetings of The Committee when the Chairperson is not available to do so. The Chairperson-
471 Elect shall perform all duties incident to the office of Chairperson-Elect and such other duties as
472 may be prescribed by the Board of Directors from time to time. The Chairperson-Elect shall
473 automatically succeed to the office of Chairperson. The Chairperson-Elect is appointed by
474 majority vote of the Board of Directors.

475
476 Section 5. SECRETARY. The Secretary shall: (a) keep and prepare the minutes of
477 the meetings of The Committee in one or more books provided for that purpose; (b) see that all
478 notices are given in accordance with the provisions of these Bylaws and as required by law
479 and (c) in general, perform all duties incident to the office of Secretary and such other duties as
480 from time to time may be assigned to the Secretary by the Chairperson of the Committee. The
481 duty to record the minutes may be delegated to an appointed secretary of a particular meeting in
482 the sole discretion of the Chairperson, in which case the secretary shall be relieved of such duty
483 at such meeting. Copies of the approved minutes of each meeting will be forwarded to the
484 Secretary of The Board of Directors after each meeting.

485
486 Section 6. TREASURER. See Article IV, Section 6.
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488 Section 7. SUB-COMMITTEE CHAIRS. The Chairman of the Committee shall
489 oversee the management of the appointed sub-committees.

490 Section 8. RESIGNATION. A Committee Officer may resign at any time by
491 delivering notice to The Committee Chairperson or Committee Secretary. A resignation is
492 effective when the notice is delivered unless the notice specifies a later effective date.

493
494 Section 9. REMOVAL. Any sub-committee chair of The Committee may be
495 removed by the Chairperson at any time whenever, in the judgment of the Chairperson, the best
496 interest of HeARTS would be served thereby. Such removal may be made with or without
497 cause.

498
499 Section 10. VACANCIES. A vacancy in any held position of the Committee, because
500 of death, incapacity, resignation, removal, disqualification, or otherwise, may be filled by The
501 Committee, at any meeting, for the unexpired period of the term.

502
503 ARTICLE VIII

504
505 INDEMNIFICATION

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507 Each member of the Board of Directors and members of The Committee now or hereafter
508 serving, shall be indemnified by HeARTS to the fullest extent permitted by law against any and
509 all claims and liabilities to which he or she has or shall become subject by reason of serving or
510 having served as director, officer, or sub-committee chair, or by reason of any action alleged to
511 have been taken, omitted, or neglected by him or her as director or officer. HeARTS shall
512 reimburse each such person for all legal expenses reasonably incurred by in connection with any
513 such claim or liability; provided, however, that no such person shall be indemnified against, or
514 be reimbursed for any expense incurred in connection with any claim or liability arising out of
515 his or her failure to discharge his or her duties in accordance with his or her good faith belief that
516 he or she is acting in the best interest of HeARTS.

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519 ARTICLE IX

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521 NOTICES

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523 Section 1. APPLICABILITY. Any notice required by these Bylaws shall be
524 delivered as specified.

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526 Section 2. DELIVERY. Any required notice shall be in writing unless oral notice is
527 reasonable under the circumstances. Notice may be communicated in person; by mail or other
528 method of delivery; or by telephone, voice mail or other electronic means*. If these forms of
529 personal notice are impracticable, notice may be communicated by a newspaper of general
530 circulation in the area where published; or by radio, television or other form of public broadcast
531 communication.

532 *Electronic transmission or electronically transmitted means any process of
533 communication not directly involving the physical transfer of paper.
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535 Section 3. EFFECTIVENESS. Notice, in any comprehensible form, shall be
536 effective at the earliest of the following: (a) when received; (b) five (5) days after its deposit in
537 the United States mail, as evidenced by the post mark, if mailed with first-class postage affixed
538 and correctly addressed; or (c) on the date shown on the return receipt, if sent by registered or
539 certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

540 Written notice is correctly addressed to the recipient when addressed to address shown in
541 HeARTS' current list of members or Directors. A written notice or report delivered as part of a
542 newsletter, magazine or other publication regularly sent to members or Directors shall constitute
543 a written notice or report.
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545 Section 4. WRITTEN WAIVERS. Whenever any notice is required to be given to
546 any member, director, or officer of HeARTS such person or persons may waive any such notice.

547 A waiver thereof must be in writing, signed by the person or persons entitled to such notice
548 (whether before or after the date and time stated in the notice), and delivered to HeARTS for
549 inclusion in the minutes or filing with the corporate records.
550

551 Section 5. WAIVERS BY ATTENDANCE. A member's or director's attendance at
552 a meeting thereof, waives such person's objection to a lack of any required notice or a defective
553 notice of the meeting. The exception being that, at the beginning of the meeting or promptly
554 upon arrival the member or director states an objection to (a) holding the meeting or transacting
555 business and does not vote for action taken at the meeting, and (b) a particular matter at the
556 meeting that is not within the purpose or purposes described in the meeting notice.
557

558 ARTICLE X

559 FISCAL YEAR

560 The annual accounting period and taxable year of HeARTS shall end on the last day of
561 the month of June of each year, unless otherwise changed by appropriate resolution of the Board.
562

563 ARTICLE XI

564 AMENDMENT

565 PROTOCOL. HeARTS Bylaws must be approved by the Board at any annual or
566 special meeting, by a majority vote of the votes cast, in order to be adopted. No amendment shall
567 be voted on at such meeting unless a minimum of ten (10) days previous notice of the nature of
568 the proposed amendment has been given.
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ARTICLE XII

DISSOLUTION

Section 1. PROTOCOL. The Board by a vote of no less than two-thirds (2/3) of the Directors may adopt articles of dissolution recommending the dissolution of HeARTS. Said articles of dissolution shall become effective upon the approval of the members of The Committee.

Section 2. ASSET DIVISION. In the event of dissolution, the residual assets of this Corporation shall be distributed to any successor qualifying for tax exempt status under Section 501 (c)(3) of the Internal Revenue Code, as amended, or to the Federal, State or local government for exclusive public purpose. The residual assets of this Corporation shall not be distributed in any form or amount or under any circumstances to the incorporators, Directors, officers, employees, or agents, or any other individual or entity not qualifying as a tax exempt organization under Section 501(c) of the Internal Revenue Code, as amended.

ARTICLE XIII

SEVERABILITY

If any provision of these Bylaws or its application to any person or circumstance is held invalid by a court of competent jurisdiction, such invalidity shall not affect any other provisions or applications of these Bylaws that can be given effect without the invalid provision or application, and, to this end, the provisions of these Bylaws are severable.

CERTIFIED as adopted and approved as the Bylaws of Mississippi HeARTS Against AIDS, effective as of the ____ day of _____, 2010.

MISSISSIPPI HEARTS AGAINST AIDS.

Corporate Secretary