

J-Dart By-Laws

Article 1: Name of Organization

Jackson County Disaster Assistance Response Team J-DART

Article 2: Purpose

To provide the highest level of service to first responders and disaster victims in Jackson County. Services will include; canteen and rehab services for first responders as well as helping with the immediate needs of the disaster victims when needed.

Article 3: Membership

Members will consist of the public who are willing to participate and assist in the stated purpose of the organization.

Article 4: Board of Directors

The Board of Directors will have a minimum of five (5) directors.

The Board of Directors maximum will be seven (7) directors.

Term of a director will be three (3) years. Note: initial terms will be staggered.

A general membership member must be a minimum of eighteen (18) years of age to serve as a director.

Directors will be elected yearly from the general membership except that two (2) standing directors will be the Chairman of the Jackson County Fire Chiefs or his or her designee and the Vice-president of Emergent Health Partners Western Division being Jackson Community Ambulance (JCA) or his or her designee.

Directors will be elected by a simple majority ballot vote of the general membership present at the June meeting.

Vacancies: Unexpired terms of a director will be filled by a simple majority ballot vote of the general membership at the next regular meeting following the vacancy.

Meetings:

Regular: The Board of Directors should meet quarterly but shall met at least once a year. The minutes of any Board of Directors meeting shall be made available to the general membership at the next regular general membership meeting.

Notice to directors: Published calendar, e-mail / text or cell phone / home phone.

Special Meeting: 72 hours / 3 days.

Notification: ***e-mail/text, cell phone / home phone.***

Quorum: ***60% of the directors.***

Compensation for Board Services: ***\$0.00.***

Article 5: Officers

Chairman, Vice-Chairman, Treasurer, Secretary, one Trustee.

Eligibility to be an officer: ***Any general membership member including directors over the age of eighteen (18).***

Term Length: ***2 years with the Chairman, Secretary, and Trustee being elected in the odd numbered years and the Vice Chairman and the Treasurer being elected in the even numbered years.***

Officers will be elected by a simple majority ballot vote of the general membership present at the June meeting.

Vacancies: ***Unexpired terms of an Officer will be filled by a simple majority ballot vote of the general membership at the next regular meeting following the vacancy.***

Article 6: Taking action without prior notice and / or a Board of Directors meeting

Any action required or permitted by the Act to be taken at a quarterly, an annual, or special Board of Directors meeting may be taken without prior notice, or a vote if a consent in writing setting forth the action so taken is signed by the directors having no less than the minimum number of votes that would be necessary to authorize or take the action at a Board of Directors meeting at which directors entitled to vote were present and voted. Prompt notice of the taking of the action without a Board of Directors meeting by less than a unanimous vote, shall be given to the directors who have not consented in writing.

Article 7: Corporate Activities and use of assets prohibited

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors or other private persons, except that the corporation 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 II hereof. 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) and political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not authorized b (a) a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954, (or the corresponding provision of any future United States Revenue law) or (b) a corporation wherein, contributions are

deductible under Section 170 (c) (b) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law.)

Funding: ***Contribution by the public at large, Grants, allocation of governmental agencies.***

Disbursements: ***Approval of the officers for any expense over \$500.00.***

Signatures required on checks: ***The officer signing must have the verbal approval of one other officer.***

Article 8: Final distribution of assets

Upon dissolution of the corporation, after paying or providing for the payment of all liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501© (3), or the corresponding section of any future code, or (2) to the federal government, or (3) to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

Article 9: Activities for which Directors can be personally liable

Pursuant to Section 209 (c) of the Act, MCL 450.2209, no director or volunteer officer shall be personally liable to the corporation, its shareholders, or its members for money damages for any action taken or any failure to take any action as a director or volunteer officer, except liability for any of the following:

1. The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled;
2. Intentional infliction of harm on the corporation, its shareholders, or members;
3. A violation of Section 551;
4. An intentional criminal act;
5. A liability imposed under Section 497(a).

The corporation assumes all liability to any person, other than the corporation, for all acts or omissions of a director who is a volunteer director, as defined in the Act, incurred in the good faith performance of the director's duties. However, the corporation shall not be considered to have assumed any liability to extend that such assumption is inconsistent with the status of the corporation as an organization described in IRS 501 (c) (3) or the corresponding section of any future federal tax code.

If the Act is amended after the filing of these Articles of Incorporation to authorize the further elimination or limitation of the liability of directors of nonprofit corporations, then the liability of members of the board of directors, in addition to that described in Article 9, shall be eliminated or limited to the fullest extent permitted by the Act as so amended. No amendment or repeal of Article 9 shall apply to or have any effect on the liability or alleged liability of any member of the board of directors of this corporation for or with respect to any acts of omissions occurring before the effective date of any such amendment or repeal.

By-Laws may be amended when necessary by a **60%** majority ballot vote of the general membership.

Name and address of Registered Agent

John C. Worden – 2121 Ferguson Road, Jackson, MI 49203

Name and address of incorporator(s).