



HUMANITY

RESCUES INC.

SAVING LIVES

Information Packet for Prospective Board Members

Latest revision: December 27, 2020

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Contents

I.	Letter from the Executive Director	2
II.	Mission and Values	3
III.	The Humanity Rescues' Story	4
IV.	Board members Job Description and duties	7
V.	Bylaws of Humanity Rescues Inc	11
VI.	Application	18



December 27th, 2020

Dear Prospective Board Member,

Let me start by thanking you for expressing interest in Humanity Rescues Board of Directors. We are excited about getting to know you better and talking with you about the Board's projects and needs.

'Humanity Rescues' relies on our dedicated staff of over 30 people, including administrative staff, case managers, counselors, direct care workers, and mentors to get through the day to day functions of the organization. The Humanity Rescues' Board focuses on governance issues including strategic planning, financial oversight, organizational assessment, and fund development.

We are currently seeking new board members who can expand our capabilities in those areas plus strengthen our connection with the ethnic, artistic, business, and geographic communities that are essential to pursuing our mission. Humanity Rescues' Board members are active in everything from representing the organization at community events to reviewing financial reports and researching issues and policies in their committee work. The board, and most of our committees, meet monthly, and we communicate frequently by both phone and email.

The attached materials will tell you much more about the organization and the Board. Please do not hesitate to contact me or any other member of the Board with questions and comments.

Again, many thanks for your interest. With best regards,

Stanley Edmond
Executive Director, Humanity Rescues Inc.
S.edmond@humanityrescues.org

"Providing people with the opportunity to become aware of their own capabilities and potential."

Our Mission Statement

We encourage lifelong learning as a path to community development.

Our Core Values

RESPECT – We are committed to respecting ourselves and others, in order to foster an environment of team work and growth.

INTEGRITY – We are committed to an environment of consistency and honesty.

TRANSPARENCY – We are committed to humility in success, transparency in failure, and openness to feedback.

COLLABORATION – We are committed to pursuing opportunities for collaboration in order to assure the highest level of personalized services for our clients.

FEARLESSNESS – We are committed to taking the necessary risks for a bright future.

ACCEPTANCE – We are committed to accepting everyone, recognizing their unique contributions to our efforts of serving others.

LEADERSHIP – We are committed to providing dedicated support and a positive influence, creating an environment in which others can develop and prosper in their own personal goals.

The Humanity Rescues' Story

Humanity Rescues was founded on the premise that majority of Haitians lack access to quality education; a prerequisite for sustained social and economic development. Despite improvements in enrolment and the commitment of the Haitian government to strengthening public education, challenges in funding, teacher training, and access remain widespread. These issues put a generation of Haitian youth at risk of lacking the knowledge and basic skills necessary to succeed in the labor force. Almost 80% of the country's primary school teachers are not formally trained, over half of students do not complete primary school, and only 1% of students reach university. In Haiti, parents spend on average US\$130 every year to send their child to school and more than 200,000 children remain out of school. The average cost of tuition per child/per year is US\$80 before books, uniforms and transportation, puts basic education unaffordable for many. Tuition fees represent at least 15% of the income of an average Haitian.

In Haiti, the net school enrolment rate is around 60%. The lack of resources, both at the family and state levels, deprives many children of their right to have a school education. About 375,000 children between the ages of 6 and 11, one-third of this group, are not in school. Children living in rural areas are the most affected. Haitian law sets the fee for public schooling at US\$16 a year but the cost of a uniform, shoes and school supplies is simply beyond the reach of many parents.

The schooling of children in Haiti faces several obstacles which are mentioned below:

- **An expensive education system**

Despite the principle of free school in the National Constitution, Haitian families are subject to tuition fees since 80% of the schools are private. These expenses represent a huge expense for most Haitian families. Today, the average annual tuition fee is US\$75. This is a considerable sum for families in a country where the gross national income per year is US\$560.

- **Lack of government oversight**

Most schools in Haiti receive minimal government oversight and are expensive relative to average earnings. More than 85% of primary schools are privately managed by non-governmental organizations (NGOs), churches, communities and for-profit operators

- **Low enrolment**

Primary school enrolment is roughly 85% – an improvement from earlier years but still low. The average Haitian, age 25 years or older, has less than 5 years of schooling. School fees can be prohibitively expensive for low-income families.

- **Majority of free schools are in urban areas**

Going to public school several kilometres away, is a real challenge for Haitian children living in the countryside. In fact, they often have to walk this distance. As a result, many children, especially the younger ones are not in school.

- **Poor performance of the school system**

In conjunction with the lack of access to education, the Haitian school system does not adequately retain students. Abandonment and repetition rates remain at high levels. The average student only attends school for a total of 3 years and 9 months, which is clearly insufficient to guarantee a satisfactory education. Finally, only 15% of the teachers involved have the academic qualifications required to teach.

Poverty and marginalization mean that a large number of Haitian children and adolescents cannot go to school.

- **Shortage of qualified teachers**

Half of public sector teachers in Haiti lack basic qualifications and almost 80% of teachers have not received any pre-service training.

- **Teaching Methods are Ineffective**

Most instructional time is spent on lecturing or eliciting responses in unison from the class, and responses were often related to repetition and memorization. Teachers rarely acknowledged or corrected the many incorrect answers or lack of answers noted by observers. These methods have limited effectiveness in teaching children, especially young children, the foundational cognitive skills they need to succeed in school.

- **Language is an issue as well as teaching methods**

In Haiti, the mother tongue for most children is Haitian Kreyol, not French, and the Government's official policy is to introduce reading and writing exclusively in Kreyol for the 1st grade. However, French was nearly three times more likely than Kreyol to be the subject matter of the 1st grade classes observed (34% versus 12%). This poses a problem for comprehension and learning, as both students and teachers appear to lack a mastery of French – only half of French reading or writing classes in the 4th-6th grades were observed being taught primarily in French.

Most of the students are unengaged and not getting much out of being in the classroom

Only about 35% of class time was spent on instruction with all students paying attention, lower than many LAC neighbours. The rest of the time, at least some students were playing, sleeping, or staring off into space. The study finds that classes with a higher share of time spent on instruction with all students engaged also have higher reading skills, suggesting that teachers who are able to engage their students do boost learning.

Beyond the many obstacles children and their families face in accessing school in the first place – costs (direct and opportunity) and other barriers (illness, natural disasters, lack of health and nutrition, etc.). These results make clear the importance of building teachers' skills for effective teaching – in terms of pedagogical practices and content mastery (specifically language) – as a critical component of increasing educational achievement.



An Environment for Personal Development

Our mission is advanced through a three-tiered approach that ultimately aims to develop and grow communities by investing in youth, preparing them to recognize windows of opportunity so they can step up and lead the way to a better tomorrow.

The first tier of the plan is to sponsor a vulnerable community that needs support. Once a community has been selected for rescue, we then pool the resources and energy of an international community of advocates, supporters, and volunteers willing to invest time, energy, and money into building the adopted community.

The second tier of the plan is to coordinate with other community development organizations to establish an information resource center in our adopted community. Our information centers will serve as a central community hub where neighbors can gather, access life-transforming resources, and participate in free workshops on a range of important topics, including education on critical issues affecting them and the world around them.

The third tier of the plan is to orchestrate a youth development summer program designed to educate the adopted community's youth on critical life and leadership skills and communal responsibilities. The youth development program is the cornerstone of HTTR's mission to prepare children for lives of success by helping them develop social, ethical, emotional, physical, and cognitive competencies. As part of our youth development program, we will also offer scholarships to students to study abroad.

Board Member Job Description and Duties

The Department of Justice distributes the Guide to Nonprofit Board Service to assist board members of non-profit corporations in understanding their rights, roles and responsibilities. Copies of the guide are also available by calling (971) 673-1880.

Understanding Your Role

Board members are recruited for a variety of reasons. Some individuals are talented fundraisers and are sought by charities for that reason. Others bring credibility and prestige to an organization.

But whatever the other reasons for service, the principal role of the board member is stewardship. The directors of the corporation are ultimately responsible for the management of the affairs of the charity. This requires active participation. People who do not have the time to regularly participate should not agree to be on a board. The board must insure that the organization is operated for a charitable/public purpose; it may not be operated for private benefit. Proper stewardship requires that the organization's assets be held "in trust", to be applied to its charitable mission.

One of the most important functions of the board is keeping the resources and efforts focused on the charity's mission. This requires the board to have an adequate understanding of the organization's programs, people and resources available to achieve the organization's goals. As a starting point, every board member should be familiar with the organization's Articles of Incorporation and Bylaws.

The board is not expected to manage the day-to-day activities of the charity. The directors appoint officers so that they, in turn, can carry out the day-to-day activities of the organization. It is the board's responsibility to hire the chief executive officer and to oversee that person's work to see that the charity is fulfilling its mission. The board should periodically review and assess the chief executive's performance. If it becomes necessary, the board has the authority and the responsibility to discharge the CEO.

A related function of the board is to set the compensation of the charity's CEO. Every board member should know what the CEO is paid and participate in the final decision. The compensation should be reasonable for the services rendered and compare favorably to similarly situated executives. The board should remember that CEO compensation, as well as that of other key executive officers, may be important to donors, beneficiaries and the community-at-large. The compensation levels will be reported in financial reports which will be accessible to the general public.

Understanding Your Rights

In order to carry out your legal responsibilities as a board member, you must be able to make informed judgments about important matters regarding the organization and operations of the charity. The law permits you to reasonably rely on information from the charity's staff, its lawyer, its accountant, outside advisors, and board committees in making those judgments.

Your right to information includes the following: You have the right to reasonable access to management, to have reasonable access to internal information of the organization and to the

organization's principal advisors, such as its auditors and lawyers. Senior management must also be willing to facilitate board access to books and records of the charity. The board has the right, if necessary, to engage the services of outside advisors at the charity's expense to assist it with a particular matter.

Understanding Your Responsibilities

In carrying out board responsibilities, the law generally imposes three duties of trust. They are regularly described as the duties of due care, loyalty to the corporation and obedience to the law.

Duty of due care. This responsibility generally requires that a director must discharge the duties with the care an ordinary prudent person in a like position would exercise under similar circumstances. ORS 65.357. Directors need not always be right, but they must act with common sense and informed judgment. To exercise this duty properly, boards must pay particular attention to the following:

- **Active participation.** A director must actively participate in the management of the organization including attending periodic meetings of the board, evaluating reports, reading minutes and reviewing the performance of the executive director.
- **Reasonable inquiry.** Directors should request and receive sufficient information so that they may carry out their responsibilities as directors. When a problem exists or a report on its face does not make sense, a director has a duty to inquire into the surrounding facts and circumstances. The director also has a duty to investigate warnings or reports of officer or employee theft or mismanagement.

Duty of loyalty. Directors have a duty to give their undivided loyalty to the charitable corporation. Decisions regarding the organization's funds and activities must promote the organization's public purpose rather than private interest. Any potential conflict transactions should be scrutinized closely by the board with the realization that the public will predictably be skeptical of such arrangements. There are some general principles which will serve to guide boards faced with conflict of interest situations.

- **Conflicts in general.** While transactions between the charitable corporation and individual board members, their families and businesses they own or operate should be avoided, they are not absolutely prohibited. Under certain circumstances, a contract or transaction between a nonprofit corporation and its director or an organization in which the director has a material or financial interest is acceptable. However, if the transaction is challenged, the director will have the burden of establishing that the contract or transaction is fair and reasonable, that there was full disclosure of the conflict and that the contract or transaction was approved by members or other directors in good faith. ORS 65.361. The board should only approve the transaction if it is clearly in the best interest of the charity.
- **Written policy.** The board should establish a written policy for dealing with conflicts of interest. The policy should address disclosure of financial interest and withdrawal from discussion and voting by interested directors. Due to the sensitivity of conflicts of interest,

the board may want to require that transactions benefiting a director may be approved only by a greater than majority vote. Also, requiring an annual disclosure by all board members of their business involvement with the nonprofit organization is recommended.

- **Loans.** In general, a charitable corporation may not lend money to an officer or director. There is one statutory exception. The law allows loans for executive relocation expenses under certain circumstances. ORS 65.364.
- **Corporate opportunity.** Directors of business organizations are under a trust obligation not to divert a corporate business opportunity for their personal gain. A director of a nonprofit corporation is also subject to this duty. This duty means that a director may not engage or benefit from a business opportunity that is available to and suitable for the corporation unless the corporation decides not to engage in the business opportunity and conflicts of interest procedures are followed.

Duty of obedience. Directors have a duty to follow the organization's governing documents (Articles of Incorporation and Bylaws), to carry out the organization's mission and to ensure that funds are used for lawful purposes. Also, directors must comply with other state and federal laws that relate to the organization and the way in which it conducts its business. For example, directors should be familiar with:

- **Federal law.** Charitable corporations usually apply to the Internal Revenue Service for exemption as a tax-exempt organization. Corporations which fail to do so may have their income taxed at normal rates, and contributors to the corporate charity may not be able to deduct their contributions on their income tax returns.
- **State law.** In general, charities must register and file an annual financial report with the Attorney General's office. If an organization contemplates using bingo or raffles to raise revenue, it may need to obtain a charitable gaming license from that same office. A nonprofit corporation must also file an annual renewal with the Corporation Division of the Secretary of State's office.
- **Mission and procedures.** Directors should be familiar with the organization's governing documents and should follow the provisions of those documents. Directors should be sure proper notice is given for meetings, that regular meetings are held, that directors are properly appointed and that the organization's mission is being accomplished.

Other duties. In addition to the above three general fiduciary duties, there are a number of specific responsibilities which must be observed by nonprofit corporate board members.

Satisfactory corporate documents and records. A charitable corporation is required to have Articles of Incorporation and Bylaws. You should see that they are updated and consider amendments if they do not reflect the current mission and operating procedures of the organization. The organization is also required to keep minutes of its board meetings and a record of all actions taken by committees of the board of directors. ORS 65.771.

Adequate financial records and controls. One of the board's responsibilities is to oversee the organization's financial affairs. Make sure that the organization has adequate internal accounting systems and controls. With embezzlement from nonprofit organizations on the rise, it is imperative that financial controls are in place before theft occurs. The board should be responsible for approving



the organization's annual budget. Board members should expect the CEO (or other designated staff) to produce timely and adequate income and expense statements, balance sheets and budget status reports, and should expect to receive these in advance of board meetings. With large organizations, the board should employ, either directly or through an audit and finance committee, an independent auditor and review the auditor's annual report at a face- to-face meeting.

Safeguarding. The board should oversee the effective use of the resources of the organization. Policies should be adopted and large transactions approved to ensure that the organization's assets are not misapplied or wasted. The board should ensure that the assets are invested prudently, avoiding high risk investments and employing some diversification of investments.

Observing donor restrictions. All donations must be used in a manner which is consistent with the organization's stated mission. However, some donors designate that gifts are to be used for a particular purpose. It is important to keep faith with donor intentions. The board is obligated to see that such restricted funds are used for the stated purpose(s).

Responsible solicitation activities. Some organizations decide to hire professional fundraisers to conduct or assist in soliciting donations. When hiring a fund raiser, select one who is trustworthy; ask for references. Make sure any contract with a professional fund raiser or consultant, especially the terms for compensation, is fair and reasonable from the charity's perspective. Be aware that most donors expect the majority of their contributions to be used for program services and that many "watchdogs" organization standards limit annual fundraising costs to no more than 35% of total expenditures. Certain types of contracts require the organization's officers and directors to observe specific procedures. ORS 128.814.

Personal Liability

It is possible that board members of a charitable corporation will find themselves sued as personal defendants in a lawsuit filed by an "outside third party" who has incurred some personal injury or financial loss as a result of dealings with the organization. To encourage citizens to serve as board members for charities, the law cloaks volunteer board members with qualified immunity. They cannot be sued for negligent acts. They may, however, be subject to lawsuits alleging that a loss was due to their gross negligence, willful or fraudulent acts.

NOTE — The IRS may also hold directors personally liable if the organization violates federal tax law. The most likely situation is the failure of the organization to perform mandatory payroll withholding. Because there is some degree of risk, including the cost of defending a frivolous claim, directors should discuss with the organization's attorney the prospect of purchasing directors and officers (D and O) liability insurance, and/or including indemnification provisions in the organization's governing documents.

**BYLAWS Of
Humanity Rescues Inc**

A Nonprofit Corporation

**ARTICLE I
OFFICES**

The principal executive office of the nonprofit is hereby fixed and located at the address listed on our articles of Incorporation. The Board of Directors is hereby granted full power and authority to change from time to time said principal executive office from one location to another. Any such change shall be noted on these By-Laws by the Secretary, opposite this section, or this section may be amended to state the new location.

**ARTICLE II
MISSION**

Section 1. Mission. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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, or the corresponding section of any future federal tax code.

**ARTICLE III
POWER**

Section 1. General Powers. The affairs of the nonprofit shall be managed by the Board of Directors whose members shall have a fiduciary obligation to the nonprofit.

Section 2. Property & Assets. The property, assets, profits and net income of this corporation are irrevocably dedicated to said, charitable and educational purposes, and no part of the profits or net income of this corporation shall ever inure to the benefit of any trustee, officer, or to any individual. Notwithstanding any other provision of these By-Laws, the nonprofit shall not carry on any activities not permitted:

- (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law); or
- (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

Section 3. Activities. No substantial part of the activities of the nonprofit shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the nonprofit participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for political office.



ARTICLE IV BOARD OF DIRECTORS

Section 1. Number, Term and Qualifications. The number of Directors shall be no less than three (3) and shall have no maximum number. The term of membership shall be for a one (1) year period. Those set forth in the Articles of Incorporation shall comprise the original Board of Directors. Any member of the Board of Directors must also be a member of the nonprofit.

Section 2. Regular Meetings. A regular meeting of the Board of Directors shall be held each year. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the nonprofit or at such other place as the Directors may determine in the absence of any designation in the resolution.

Section 3. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of any two (2) Directors, and shall be held at the principal office of the nonprofit or at such other place as the Directors may determine.

Section 4. Notice. Notice of the annual, regular or any special meeting of the Board of Directors shall be given by oral or electronic mail notice to each Director. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 5. Action by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Vacancies, Additions, Elections and Removal. Any vacancy occurring in the Board of Directors and any trusteeship to be filled by reason of an increase in the number of Directors, shall be filled by the President with the advice and consent of a majority of the present Board of Directors. Directors shall be removed by the President with the advice and consent of the Board of Advisors. In the

event all director positions shall become vacant, the Board of Elders shall act as Interim Board of Directors until the vacancies are filled.

Section 9. Compensation. Directors as such shall not receive any salaries for their services.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Secretary, a Treasurer, one or more Vice-Presidents and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the nonprofit shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. Removal. Any officer, with the exception of the founding President and founding Vice President, elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the nonprofit would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the President for the un-expired portion of the term. If the vacancy to be filled is that of the President and/or Vice President, it shall be filled by majority vote of the Directors.

Section 5. Powers of Officers.

(a) ***The President:*** The President shall be the chief executive officer of the nonprofit. He/She shall be a continuing member of the Board of Directors. He/She shall have general management of the business of the nonprofit and general supervision of the other officers. He/She shall preside at all meetings of the Board of Directors and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of the nonprofit any specific powers, other than those that may be conferred only upon the President. He/She shall execute in the name of the nonprofit all deeds, bonds, mortgages, contracts and other documents authorized by the Board of Directors. He/She shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president or a corporation. No person shall be invited to speak, teach or minister for the nonprofit without the President's approval. He/She shall be designated attorney-in-fact for the nonprofit by virtue of his/her office. He/She shall have the authority to appoint and approve any assistants that would be necessary to properly carry out the nonprofit's purpose.

(b) ***The Vice President:*** A Vice President shall be the chief financial officer of the non-profit. He/She shall perform the duties and exercise the powers of the President in case of his temporary absence from the office of the nonprofit, and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors. He/She shall serve as an

ex-officio member of the Board of Advisors; however, in the event of serving as interim president, he/she shall be a voting member of the Board of Advisors.

(c) **The Secretary:** The secretary shall attend all sessions of the Board held at the office of the nonprofit or at such other place as the Director's may determine and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He/She shall perform like duties for the executive and standing committees when required. He/She shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board. He/She shall have custody of the seal and authority to execute all authorized documents requiring a seal. He/She shall keep the membership rolls of the nonprofit, and in general perform the duties usually incident to the office of secretary, and such further duties as shall from time to time be prescribed by the Board of Directors or the President.

(d) **The Treasurer:** The treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the nonprofit, and shall deposit all moneys and other valuable effects in the name and to the credit of the nonprofit in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He/She shall disburse the funds of the nonprofit as may be ordered by the Board and shall render to the President and Directors at the regular meeting of the Board, and whenever they may require, accounts of all his transactions as treasurer and of the financial condition of the nonprofit. He/She shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors or by the President.

(e) **The Director:** The Director shall support the work of the organization and provide mission-based leadership and strategic governance. While day-to-day operations are led by the organization's chief executive officer (CEO), the Board-CEO relationship is a partnership, and the appropriate involvement of the Board is both critical and expected.

(f) **Delegating Powers to Other Officers:** In case of the absence of any officer of the nonprofit, or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate his/her duties and powers from the time being to any other officer, or to any Director.

ARTICLE VI

COMMITTEES AND BOARD OF ADVISORS

Section 1. Committees of Directors. The Board of Directors, by resolution, adopted by a majority of the Directors in office, may designate one or more committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the nonprofit; but the designation of such committees and the delegation there of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him/her by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the nonprofit may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Any member of any such

committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the nonprofit shall be served by such removal.

Section 3. Board of Advisors. A Board of Advisors may be appointed as set forth below. It shall be the responsibility and privilege of the Board of Advisors to provide Godly counsel to the President and the Board of Directors. Counsel shall be in organizational, financial, legal or other areas wherein the President determines professional counsel is needed and/or desirable. No minimum or maximum number of members of the Board of Advisors shall be established and the appointment to the Board and tenure thereon shall be at the pleasure and in the complete discretion of the President and the Board of Directors.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

The nonprofit shall indemnify any Director, officer or employee or former Director, officer or employee of the nonprofit, or any person who may have served at its request as a Director, officer or employee of another Foundation, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made party by reason of being or having been such Director, officer or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The nonprofit may also reimburse to any Director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding if it shall be found by a majority of a Committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) that it was to the best interest of the nonprofit that such settlement be made and that such Director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such Director, officer or employee may be entitled under any Bylaw, agreement, or otherwise.

ARTICLE VIII

INDEMNIFICATION OF FINANCE COMMITTEE MEMBERS AND TREASURER

The nonprofit shall indemnify any voluntary member of its Finance Committee, and its Treasurer, or any person who may have served at its request as a member of the Finance Committee, against and for any expense, fine, penalty, tax liability or similar item or cost, or the expense actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Finance Committee member or Treasurer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. "Negligence or misconduct in the performance of duty" shall not include mistakes in calculation, mistakes in filings or mistakes in connection with the processing or preparation of the nonprofit's payroll, accounting or books and records unless any such mistake constitutes or otherwise is attributable to the gross neglect of such person in the performance of such person's duty as a member of the nonprofit's Finance committee or as the nonprofit's Treasurer.

The nonprofit may also reimburse to any such member of the nonprofit's Finance committee, or the nonprofit Treasurer the reasonable costs of settlement of any such action, suit or proceeding, including administrative proceedings involving the nonprofit, brought by any government agency, if



it shall be found by a majority of a committee composed of directors not involved in the matter in controversy (whether or not a quorum) that it is in the best interest of the nonprofit that such settlement be made and that such Finance Committee member, or Treasurer, was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such Finance Committee member or Treasurer may be entitled under any bylaw, agreement or otherwise.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the nonprofit, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the nonprofit, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the nonprofit shall be signed by such officer or officers, agent or agents of the nonprofit, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by either the treasurer or the President or Vice President of the nonprofit.

Section 3. Deposits. All funds of the nonprofit shall be deposited from time to time to the credit of the nonprofit in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the nonprofit any contribution, gift, bequest or devise for any purpose of the nonprofit.

ARTICLE X

BOOKS AND RECORDS

The nonprofit shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the Board of Directors members entitled to vote. All books and records of the nonprofit may be inspected by any member, for any proper purpose at any reasonable time.

ARTICLE XI

FISCAL YEAR

The fiscal year of the nonprofit shall be the calendar year.

ARTICLE XII

DISSOLUTION

(a) Upon the dissolution of the nonprofit, the Board of Directors shall, after the payment of all the liabilities of the nonprofit, dispose of all of the assets of the nonprofit exclusively for the purposes of the nonprofit in such manner, or to such organization or organizations organized and operated

exclusively for the purposes of the nonprofit in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

(b) No part of the net earnings of the nonprofit shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the nonprofit shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the nonprofit. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the nonprofit, the nonprofit shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal Income Tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).

ARTICLE XIII SEAL

The Board of Directors shall provide a corporate seal, which shall be as set forth below.

ARTICLE XIV AMENDMENTS

The Articles of Incorporation and these Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors of the nonprofit at any regular or special combined meeting of the Board of Directors. At least fourteen (14) days written advance notice of a meeting called for the purpose of altering, amending or repealing the nonprofit's Bylaws or Articles of Incorporation shall be given to each member of the Board of Directors.

ARTICLE XV

Adopted by full Board of Directors this 20th day of MAY , 2020



**HUMANITY RESCUES, INC.
BOARD OF DIRECTORS CANDIDATE APPLICATION**

Humanity Rescues, Inc.

Mr. Stanley Edmond
Executive Director

Address: 1835 7th Street NW P.O. Box 133
Washington D.C. 20001
Tel: +1 (202) 830-6769

info@humanityrescues.org
www.humanityrescues.org



Please return this application to the above address or email by January 11th, 2021

Date _____

Name _____
 First MI Last Nickname

Residence

Address _____
Phone _____ E-mail _____

Employer

Name _____
Your title _____
Address _____
Phone _____ E-mail _____
Type of business or organization _____
Primary service(s) and area/population served _____

Preferred method of contact () Phone () E-mail () Mail

Please list boards and committees that you serve on, or have served on (business, civic, community, fraternal, political, professional, recreational, religious, social).

Organization	Role/Title	Dates of Service
_____	_____	_____
_____	_____	_____
_____	_____	_____

Education/Training/Certificates

Optional – Have you received any awards or honors that you’d like to mention?

How do you feel ‘Humanity Rescues’ would benefit from your involvement on the Board?

Skills, experience and interests (Please select all that apply)

- | | |
|----------------------------------|----------------------|
| Finance, accounting | Community service |
| Personnel, human resources | Law |
| Administration, management | Program evaluation |
| Nonprofit experience | Architect |
| Public relations, communications | Fundraising |
| Education, instruction | Outreach, advocacy |
| Event or project management | Computer Engineering |
| Grant writing | Other _____ |

Please list any groups, organizations or businesses that you could serve as a liaison to on behalf of [name of org].

Please tell us anything else you’d like to share.

Thank you for applying

Please return this application to info@humanityrescues.org