

Constitution and Bylaws
Effective: 1 March 2009

- I. Name: The name of the corporation shall be United States Homeland Emergency Response Organization. The corporation may be referred to by the acronym “US-HERO”.
- II. US-HERO shall be operated as a non-profit organization under the applicable provisions of the laws of the State of Texas.
- III. The purposes of the corporation are:
 1. Respond to emergencies, to include wildland fires, search & rescue incidents, disaster incidents and other emergencies.
 2. Encourage public volunteer participation in emergency services in times of disaster or other situations.
 3. Provide an association of volunteer emergency services units throughout the United States to work together in response, training and hazard mitigation in local communities.
 4. Establish common standards of training and operations which meet federal guidelines.
 5. Develop volunteer emergency services units.
 6. Provide a resource for governmental authorities to utilize in times of disaster, emergencies or other situations.
 7. Provide a program for young people to learn emergency service skills, respond to emergencies and develop leadership and citizenship skills.
- IV. Powers and Authorizations:
 1. The corporation shall have the power to acquire and accept, by the way of gifts, purchase, lease, or otherwise, money and property of every kind, nature and description without limitation as to the amount or value; to see or dispose of such property; to use any of its property for the above mentioned purposes, without limitation except such limitations as are imposed by this constitution or its bylaws.
 2. The corporation may enter into, perform or carry out contracts with any persons, firms, association, or corporation, including but not limited to federal, state, and/or local government agencies; and to do any services necessary or proper to meet the purposes of the corporation with such limitation as prescribed by law.
 3. The corporation shall not operate for a profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to a team member or other private persons except that

corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

4. No loan shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.
5. 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 including the publishing or distribution of statements in a political campaign on behalf of any candidate for public office.

V. Dissolution: Upon the dissolution of the corporation, the corporation shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, 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 organization under Section 501 c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization, or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

VI. Membership

1. Members of the Corporation shall consist of any person who has been accepted for membership and is at least eighteen (18) years of age.
2. Explorers who are members of a unit sponsored Explorer Post are not members of US-HERO, but of that Explorer Post of the Boy Scouts of America.
3. Rights and Duties of Members. Each Member of the Corporation shall have the right to cast one vote on all actions for which Members shall have a right to vote. The right of a member to vote and all of his or her rights, title and interest in or to the Corporation shall cease on the termination of his membership. Other rights and duties of each Member shall be as specified in the Corporation's policies. No Member shall be entitled to share in the distribution of the Corporation assets upon the dissolution of the Corporation. Each member may address the Board of Directors at a board meeting.
4. Voting. At all meetings of the members, all matters shall be decided by the vote of a majority of a quorum of the members cast in person, where the Board of Directors has designated an issue for general membership approval. If practicable, any member may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

VII. Board of Directors

1. The Board of Directors (hereinafter sometimes referred to as the Board) shall manage the affairs and the property of the Corporation. The Directors shall act only as a Board and individual Directors shall have no power as such, except as provided in this document.
2. The Board of Directors has the sole authority, in accordance with state and federal laws, to establish policies and procedures or to delegate such power, to manage the corporation and membership.
3. The Board of Directors is the same as the Officers of the Corporation.
4. Resignation and Removal of Directors. Any Director may be removed at any time in accordance with the provisions of these bylaws. Any Director may resign at any time.
5. Indemnification. Any person made a party to any action, suit or proceeding by reason of the fact that he is or was a director, officer or employee of the Corporation, or of any corporation for which he served as a director or officer at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable for willful misconduct or recklessness in the performance of his duties. The foregoing right of indemnification shall be deemed exclusive of any other rights to which any such director, officer or employee may be entitled as a matter of law.
6. Board of Directors Meetings. Monthly business meetings of the Board of Directors shall be held on the first Monday of every month. Special meetings of the Board of Directors may be called at any time by the Secretary of the Corporation upon request of the Chief or upon the resolution of the Board of Directors.
7. Place of Meetings. All meetings of the Board of Directors shall be held at such places within or out of the State of Texas as shall be specified in the respective notices of such meetings or waivers thereof.
8. Quorum. At all Board of Directors meetings, the presence in person of:
 - a) Chief or Assistant Chief - and -
 - b) Two-thirds of the other members of the board shall be necessary and sufficient to constitute a quorum, and, except as otherwise provided by law or by the Bylaws, the act of a majority of the members of the board present shall be the act of the board.
 - c) Voting by the Chief – the Chief will only cast a vote in the instance of a tie. The Assistant Chief, when acting as Chief, will also be so bound. The Assistant Chief, when acting as Assistant Chief, will vote as a regular member of the Board of Directors.

VIII. Officers

1. The Officers of the corporation shall be:

- a) Chief (upon resignation or death of founding Chief, position reverts to an elected office by the Board of Directors).
- b) Assistant Chief (upon resignation or death of founding Asst. Chief, position reverts to an elected office by the Board of Directors).
- c) Corporate Secretary to be referred to as Deputy Chief of Administration.
- d) One or more Deputy Chiefs.
- e) Ground Unit Type Representative (Ground Unit)
- f) Water Unit Type Representative (Underwater/Surface Water)

2. Appointment of Officers

- a) Permanent appointments of officers shall be the responsibility of the Board of Directors at a regular or special meeting, by majority vote.
- b) Interim appointment for all officers, except that of Chief, will be the responsibility of the Chief with a notification to the Board of Directors to make a permanent appointment within 180 days. At no time will an interim officer serve more than 180 days without approval or conversion to permanent status by the Board of Directors.
- c) In the event of the vacancy of the Chief position, the Assistant Chief will assume the office, as follows:
 - 1. If the Assistant Chief is the "Founding Assistant Chief", then his assumption of the Chief's office is permanent.
 - 2. If the Assistant Chief is not the "Founding Assistant Chief", then his assumption of the Chief's Office is temporary, until the Board of Directors appoints a new Chief.
- d) A person may hold more than one officer position, with the majority approval of the Board of Directors. However, holding more than one office does not give that director more than one vote.
- e) Unit Type Representatives will be elected bi-annually by the Board of Directors. A means of nominations from the general membership will be established, but the vote is exclusively by majority of the Board of Directors. No unit representative will serve more than two consecutive terms. Each position will be filled on alternating years. The term of office is two years.

3. Officer Positions of US-HERO Headquarters

- a) Chief. The Chief shall be the chief executive officer of the Corporation and shall have general supervision over the affairs and property of the Corporation and over its several officers, and shall generally do and perform all acts incident to the office of Chief. The Chief shall preside at all meetings and shall have such other powers and duties as may be assigned to him or her from time to time by the Board of Directors or as prescribed by these Bylaws or by the Corporation's policies. When authorized by the Board of Directors, the Chief may execute in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors, except in cases where the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation.
- b) Assistant Chief. In general, the Assistant Chief shall perform all the duties of the Chief at his request or in his absence or disability. When so acting, the Assistant Chief shall have all the powers of and be subject to all the restrictions upon, the Chief. When authorized by the Board of Directors, the Assistant Chief may also sign and execute, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments authorized by the Board of Directors, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The Assistant Chief shall perform such other duties as from time to time may be assigned to him by the Board of Directors or by the Chief.
- c) Secretary/Deputy Chief of Administration. The Secretary shall act as secretary of, and keep the minutes of all meetings of the Board of Directors in one or more media provided for that purpose, and whenever required by the Chief, he or she shall perform like duties for any committee; provided that in the absence of the Secretary, the majority of the Directors present at any meeting thereof may designate any person to act as Secretary for such meeting. The Secretary shall see that all notices are duly given in accordance with these Bylaws and as required by law; he or she shall be custodian of the seal, if any, of the Corporation and shall affix and attest the seal to any and all documents the execution of which on behalf of the Corporation under its seal shall have been specifically or generally authorized by the Board; he or she shall have charge of the books, records and papers of the Corporation relating to its organization as a Corporation and shall see that all reports, statements and other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the bookkeeper. He or she shall perform all the duties normally incident to the office of Secretary and such other duties incident to the office of Secretary and such other duties as may from time to time be assigned to him by the Board of Directors or by the Chief.
- d) Deputy Chiefs. Deputy Chiefs oversee and direct special program areas as determined by the Board of Directors.
- e) Unit type representatives

4. Compensation of Officers. All officer positions may be compensated as determined by the Board of Directors. At no time, will any officer or staff be compensated beyond the guidelines established for non-profit employee compensation by the Internal Revenue Service. Compensation is for work performed and must be within the market average for like work in like fields. At no point may any revenue of US-HERO be channeled to any person, which could suggest a personal gain (profit).
5. Removal of Officers. Elected or appointed officers, to include unit officers, who become unable or unwilling to perform the duties of their office, or who violate these bylaws or laws of the State of Texas or Federal Law, may be removed from office. The procedure for removal of officers is as follows.
 - a) The Chief shall appoint a panel consisting of at least three active members, none of whom are officers. If the Chief is under consideration for removal, the Assistant Chief shall appoint the panel.
 - b) The panel shall investigate any allegations and report to the other officers.
 - c) The panel and officers must agree that the officer in question has failed to perform the duties of his or her office, and is unlikely to perform them in the future.
 - d) The officer in question will hear the panel's findings and have an opportunity to respond.
 - e) A majority vote of the Board of Directors shall be required to remove the officer from his or her post. The Chief (or Assistant Chief, in the event of the removal of the Chief) shall be responsible for the duties of the removed officer until a replacement is elected.
 - f) A special election shall be held within two months to fill the position for the remainder of the term. The special election shall be conducted according to the procedures for the election of officers. Any officer removed from his or her position shall be automatically removed from his or her position as Director.

IX. Proposals to change bylaws and/or policies

1. Any active, adult member of the organization is free to submit proposals to change the bylaws and/or policies of the organization.
2. Proposals must be submitted in writing by USPS, email or other manner designated by the Board of Directors.
3. The Board of Directors holds a meeting once per month, where proposals can be discussed and/or voted on.
4. Proposals may be researched by a committee appointed by the Chief and they will furnish a report on the practicability of implementation. If a proposal is practical to implement, the Board of Directors will designate it for discussion and a vote. If a proposal is found to not be practical, the

Chief will publish the report of the committee for review. **The Board of Directors retains sole authority to implement changes and manage the corporation.**

X. Local Unit Leadership:

1. Each Unit will elect a Unit Captain in January of each year. The Unit Captain is the leader of his/her individual, local unit.
2. Each Unit will elect two Unit Lieutenants in January of each year. The Unit Lieutenants are the assistant leaders of his/her individual, local unit.
3. The Unit Leadership (Captain and Lieutenants) will appoint squad leaders (sergeants).

XI. Miscellaneous Provisions:

1. Miscellaneous Committees. Committees may be formed from time to time by the actions of the Chief, Assistant Chief or Board of Directors as specified.
2. Offices. The Board of Directors may establish, from time to time, one or more offices of the Corporation at any place or places within the United States and may maintain such office or offices for such period or periods of time as it may deem expedient.
3. Fiscal Year. The fiscal year of the Corporation shall end on December 31 in each year.
4. Execution of Contracts. The Chief, acting with the approval of the Board of Directors, may enter into any contract or execute any contract or other instrument in the name and on behalf of the Corporation. The Board of Directors may authorize any officer, employee or agent, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances. Unless so authorized by these Bylaws or by the Board of Directors, no officer, employee or agent shall have any power to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable peculiarly for any purpose or in any amount.
5. Commercial Paper. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or evidences of indebtedness of the Corporation, shall be executed on behalf of the Corporation by such officer or officers, or employee or employees, as the Board of Directors may, by resolution, from time to time determine.
6. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may from time to time select or as may be selected by any officer or employee of the Corporation to whom such power may from time to time be delegated by the Board of Directors; and for the purpose of such deposit, any officer, or any employee to whom such power may be delegated

by the Board of Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

7. Notices. Except as may otherwise be required by law, any notice required to be given under these Bylaws shall be in writing and signed by the Chief or the Secretary; and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office address appearing on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing. Any notices required to be given under these Bylaws may be waived by the person entitled thereto in writing, whether before or after the meeting or other matter in respect of which such notice is to be given, and in such event such notice need not be given to such person.
8. Membership Policies; Supremacy of Bylaws. At a regular or special meeting of the Board of Directors, the directors shall adopt policies to provide additional rules and regulations for the conduct of the business of the Corporation. The terms and provisions of the policies shall be binding on the Directors, Officers and Members of the Corporation. However, in the event of a conflict between these Bylaws and the Corporation's policies, the provisions of these Bylaws shall prevail over the provisions of the policies.
9. Amendment of Bylaws: These Bylaws or any of them may be altered, amended or repealed, or new Bylaws may be made, only by a majority vote of the whole Board of Directors at a regular or special meeting, provided that notice of such alteration, amendment or repeal shall be included in the notice of such meeting.
10. The Board of Directors of the Corporation has duly adopted the foregoing Bylaws for implementation on 1 March 2009.