

**Heaven Sent Community Services and Veterans Assistance,
Inc.
BYLAWS**

These bylaws reflect our heartfelt commitment to those who've served our nation and now face hardship—veterans with invisible scars, seniors navigating life's later chapters, and disabled individuals deserving dignity and support. They ensure our operations remain compassionate, transparent, and true to our mission of lifting up those in need.

**ARTICLE I:
NAME AND PURPOSE**

Section 1.01 Name.

The name of the corporation is Heaven Sent Community Services and Veterans Assistance, Inc., a Florida nonprofit corporation dedicated to

Service. Section 1.02 Purpose.

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any future United States Internal Revenue law. This includes, but is not limited to, providing essential housing assistance to prevent homelessness, food assistance to combat hunger, emergency shelter during crises, peer-to-peer counseling for emotional healing, vehicle triage services to restore independence, targeted financial aid for critical needs, a clothing bank offering work-ready attire for job seekers, compassionate support for individuals recovering from battered person syndrome, comprehensive disaster relief in times of upheaval, and other related services specifically tailored to U.S. Armed Forces veterans, seniors aged 65 and older, and disabled individuals. All activities will be conducted in full compliance with Florida Statutes Chapters 617 (Florida Not For Profit Corporation Act) and 292 (Veterans Assistance), applicable VA regulations under 38 CFR, HUD Continuum of Care (CoC) standards, and federal Uniform Administrative Requirements under 2 CFR Part 200. No part of the net earnings of the Corporation shall inure to the benefit of any private individual or shareholder; no substantial part of its activities shall constitute carrying on propaganda or otherwise attempting to influence legislation except as provided under Section 501(h) of the Code; and the Corporation shall not participate in any political campaign on behalf of or in opposition to any candidate for public office. Operations are fully nondiscriminatory on the basis of race, color, religion, sex, age,

national origin, disability, or veteran status, as required by §617.0830, F.S., and IRS Revenue Procedure 2024-5.

ARTICLE II:

MEMBERSHIP

Section 2.01 Classes.

The Corporation shall have one class of voting members known as General Members, consisting of U.S. Armed Forces veterans, seniors aged 65 and older, disabled individuals, or other verified supporters who align with our mission. Non-voting participants, such as volunteers and community allies, are welcome to engage in activities and events. All memberships shall be verified by an independent committee appointed by the Board to ensure alignment with our charitable goals and eligibility criteria.

Section 2.02 Termination.

Membership shall terminate upon written resignation, failure to meet ongoing eligibility requirements, or by a majority vote of disinterested directors on the Board following at least 30 days' written notice and an opportunity for a fair hearing to present evidence and response.

Section 2.03 Rights and Duties.

General Members shall have the right to vote on matters specified in these Bylaws, attend meetings, and participate in programs. All members commit to upholding the Corporation's nondiscrimination policy and supporting its charitable mission through active involvement where possible.

ARTICLE III:

BOARD OF DIRECTORS

Section 3.01 Powers and Number.

All corporate powers shall be exercised by and under the authority of the Board of Directors, which shall consist of at least 3 but no more than 15 directors. At least 3 directors must be unrelated by blood or marriage to ensure independent oversight, with a preference for a majority being veterans where feasible to honor our core focus. Directors shall serve staggered terms of 3 years each, with a maximum of two consecutive terms, after which a one-year cooling-off period is required. No individual may serve perpetually, preserving fresh perspectives while honoring experience.

Section 3.02 Election and Vacancies.

Directors shall be elected by majority vote of the General Members present at the annual meeting or, in the alternative, by majority vote of the sitting Board. Vacancies occurring during a term shall be filled by majority vote of the remaining directors for the unexpired portion of the term, subject to ratification at the next annual meeting.

Section 3.03 Meetings.

The annual meeting of the Board shall be held each January, with additional quarterly meetings to ensure ongoing stewardship. A quorum shall consist of a majority of the seated directors as fixed by the Board (§617.0821, F.S.). Special meetings may be called by the President or any three directors with at least 10 days' written notice to all directors. Remote or electronic participation is permitted in accordance with §617.0820, F.S. All meetings shall have detailed minutes recorded and maintained for transparency.

Section 3.04 Compensation.

Board members shall serve without compensation other than reasonable reimbursement for approved expenses directly related to Board service, approved by majority vote of disinterested Board members. No self-dealing or personal benefit transactions are permitted. The Board may employ and compensate staff, including an Executive Director/CEO and program directors such as Disaster Services Director, Vehicle Triage Director, or Housing Services Director, at reasonable rates established annually through independent comparability data analysis by the Compensation Committee (comparable organizations serving veterans/homeless in Florida, per IRS Schedule J and Treas. Reg. §53.4958 rebuttable presumption rules). All compensation decisions shall be documented in Board minutes with supporting salary survey data from sources such as GuideStar, Florida Nonprofit Alliance, or state/regional surveys.

Section 3.05 Resignation and Removal.

A director may resign at any time by written notice to the Board. Removal requires a two-thirds vote of the full Board for cause, such as neglect of duties or ethical breach, after 30 days' notice and opportunity to respond.

ARTICLE IV: OFFICER

Section 4.01 Positions.

The officers of the Corporation shall include a President, Vice President, Secretary, and Treasurer as a minimum. No individual may hold dual roles such as President and Secretary simultaneously. Officers shall be elected annually by majority vote of the Board at its organizational meeting following the annual membership meeting.

Section 4.02 Duties.

The President shall preside at all meetings, oversee operations, and serve as chief spokesperson. The Vice President shall assist the President and assume duties in their absence. The Secretary shall maintain accurate minutes, records of actions, and official correspondence. The Treasurer shall manage financial records, prepare quarterly reports for the Board, and ensure timely filings including IRS Form 990, Florida Annual Report by May 1 via Sunbiz.org, and FDACS registration under Chapter 496, F.S. Section 4.03 Term and Removal.

Officers serve one-year terms, renewable indefinitely by Board vote. Removal for cause follows the process in Section 3.05.

ARTICLE V:

COMMITTEES

Section 5.01 Standing Committees.

The Board may establish standing committees such as Audit, Finance, Program Services, Governance, and Compensation, each chaired by a director and composed of Board members and non-Board volunteers as needed. The Compensation Committee shall consist of a minimum of 3 independent Board members tasked with annually reviewing and recommending executive and key employee compensation using regional comparability data. Committees may be delegated limited authority to act on specific matters, but all recommendations and actions shall be reported to and approved by the full Board.

Section 5.02 Ad Hoc Committees.

The Board may create temporary committees for specific purposes, such as grant compliance or strategic planning, which dissolve upon completion of their charge.

ARTICLE VI: CONFLICT OF INTEREST

All directors, officers, and key employees must annually disclose any financial interests or potential conflicts and recuse themselves from related discussions or votes. Transactions involving conflicts shall be approved only by a majority of disinterested Board members after review of comparable data confirming fairness and reasonableness. All such actions shall be documented in the minutes, with annual Board affirmations of compliance under §617.0832, F.S., and Treasury Regulation §53.4958-6.

ARTICLE VII: FINANCES

Section 7.01 Fiscal Year.

The fiscal year shall begin on January 1 and end on December 31.

Section 7.02 Controls and Compliance.

The Treasurer shall maintain accurate books of account using generally accepted accounting principles. An annual independent financial review or audit shall be conducted if gross revenues exceed \$100,000 or federal awards exceed \$750,000 (requiring a single audit under 2 CFR 200.501). All funds shall be held in FDIC-insured accounts. Procurement shall follow 2 CFR Part 200 Subpart D standards, with rigorous subrecipient monitoring. Required filings include the Florida Annual Report via Sunbiz.org by May 1, IRS Forms 990 and 990-T as applicable, and FDACS charitable solicitation renewals under Chapter 496, F.S.

Section 7.03 Budget and Reserves.

The Board shall approve an annual operating budget. The Corporation may maintain reasonable reserves for program continuity and emergencies.

ARTICLE VIII: INDEMNIFICATION

To the fullest extent permitted

by §617.0831, F.S., the Corporation shall indemnify and hold harmless directors and officers against expenses incurred in defending actions arising from their service, subject to available Directors & Officers (D&O) insurance and provided they acted in good faith.

ARTICLE IX: DISSOLUTION Upon dissolution,

after payment of debts, remaining assets shall be distributed exclusively to other 501(c)(3) organizations with similar purposes serving veterans, seniors, and disabled individuals, as determined by the Board or a court of competent jurisdiction, in accordance with IRS requirements.

ARTICLE X: CHAPTERS AND AFFILIATES

Section 10.01 Authorization.

The Board may approve the establishment of subordinate chapter houses or affiliated local units by majority vote, upon submission of a formal application, territorial resolution, and executed affiliation agreement. All chapters operate under the Corporation's Bylaws, EIN, and 501(c)(3) status.

Section 10.02 Operations.

Chapters must align exclusively with the Corporation's purposes, with local bylaws subordinate to these governing documents.

Section 10.03 Reporting and Oversight.

Chapters shall submit quarterly financial and program reports to support consolidated IRS Form 990 preparation. Books must meet IRS standards, and state representatives may hold non-voting or voting Board seats as approved.

Section 10.04 Branding and Websites.

Chapter websites must link prominently to the Corporation's site, identify as subordinate units, and receive prior Board approval for content and branding.

Section 10.05 Funds and Assets.

All non-donor-restricted funds become part of the Corporation's general fund under Board control. Unrelated business income shall be reported on Form 990-T.

Section 10.06 Revocation.

The Board may suspend or revoke chapter status for cause, with remaining assets reverting to the Corporation or another qualified 501(c)(3).

ARTICLE XI: NONDISCRIMINATION

The Corporation and all chapters shall operate without discrimination on the basis of race, color, religion, sex, national origin, age, disability, or veteran status, in accordance with §617.0830, F.S.

ARTICLE XII: AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the full Board at any meeting with quorum present and at least 10 days' notice of proposed changes. Amendments shall be filed with the Florida Division of Corporations within 30 days as required by §617.0901, F.S.

ARTICLE XIII: COMPLIANCE

All provisions herein are intended to fully comply with Florida Statutes Chapter 617, Internal Revenue Code §501(c)(3), VA regulations, HUD CoC standards, and 2 CFR Part 200. Any invalid or unenforceable section shall be severable without affecting the remainder.

ARTICLE XIV: HOUSING/SHELTER SERVICES

Section 14.01 Eligibility.

Services target verified U.S. veterans (DD-214 or equivalent), seniors 65+, and disabled individuals at imminent risk of homelessness, with priority for service-connected disabilities.

SERVICES Section 14.02 Standards.

Temporary shelter limited to 90 days maximum (including trailer/RV units for transitional housing), extendable by Housing Committee approval for documented circumstances such as medical necessity, lack of affordable housing, or VA/CoC case conference recommendations. Rental assistance, vehicle trailer centers for triage/repair/adaptive modifications to promote mobility and stability, and case management compliant with Florida Chapters 292 and 83, VA MISSION Act (including Automobiles and Adaptive Equipment Program), and CoC regulations (24 CFR 578.403). No fees charged to clients.

Section 14.03 Operations.

A dedicated Housing Committee oversees intake (up to 20 beds/trailers), vehicle trailer centers for assessments/repairs, safety protocols, and evictions with 30 days' notice. Facilities and vehicles meet all zoning, fire safety, ADA, and VA adaptive standards.

Section 14.04 Records and Reporting.

Client records maintained confidentially per HIPAA and VA rules, tracking toward an 80% housing/mobility retention goal. Annual reports to Board and funders.

Section 14.05 Partnerships.

Collaborations with VA (GPD, HUD-VASH), CoC programs, and vehicle-focused partners; general liability insurance required, covering trailer operations.

ARTICLE XV: PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order (Newly Revised, 13th Edition) shall govern proceedings unless otherwise provided herein.

ARTICLE XVI: POLICIES

The Board shall adopt and maintain written policies on whistleblower protection (encouraging reporting of illegal/unethical conduct without retaliation), document retention and destruction (per IRS Governance Policy GOV-1 standards, retaining financial/HR records 7 years minimum), and gift acceptance (ensuring alignment with mission and legal restrictions). These policies shall be reviewed annually and provided to all staff, Board members, and upon request.

ARTICLE XVII: ADOPTION

These Bylaws were unanimously adopted by the Board of Directors on [Insert Date], 2026.

Signed:
President
Secretary