

**HEAVEN SENT COMMUNITY SERVICES AND VETERANS
ASSISTANCE, INC.
A Florida Nonprofit Corporation**

BYLAWS

**ARTICLE I
NAME AND PURPOSE**

Section 1.01 Name.

The name of this corporation is Heaven Sent Community Services and Veterans Assistance, Inc.

Section 1.02 Purpose.

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including providing housing assistance, food assistance, sheltering, peer-to-peer counseling, Vehicle Triage Services, Financial Assistance, Clothing Bank for Work Related Clothing, Battered Person Syndrome support, Disaster Relief, and related support to U.S. Armed Forces veterans, senior citizens, and disabled individuals, in compliance with Florida Statutes Chapter 617, Chapter 292, and applicable federal VA regulations. No part of the net earnings shall inure to the benefit of any private individual, and no substantial part of activities shall constitute political campaigning or substantial lobbying. The Corporation shall operate without discrimination on the basis of race, color, religion, sex, age, national origin, disability, or veteran status.

**ARTICLE II
MEMBERSHIP**

Section 2.01 Membership Classes.

The Corporation shall have one class of voting members: General Members, consisting of veterans, senior citizens, disabled individuals, or supporters verified by the Board. Non-voting supporters may participate in activities.

Section 2.02 Termination.

Membership ends by resignation, non-payment of dues (if any), or Board vote for cause, with 30 days' notice and opportunity to respond.

ARTICLE III BOARD OF DIRECTORS

Section 3.01 Powers and Number.

All corporate powers reside in the Board, with 5 to 15 directors (majority veterans where feasible). Directors serve 3-year staggered terms, eligible for re-election.

Section 3.02 Election and Vacancies.

Directors are elected by majority vote at annual meetings. Vacancies are filled by the Board majority until the next election.

Section 3.03 Meetings.

Annual meeting in January; quarterly thereafter. Quorum is a majority of the number of directors fixed by the Board, or such a greater number as required by law. Special meetings with 10-day notice. Remote participation allowed in accordance with §617.0820, F.S., including electronic means.

Section 3.04 Compensation.

Directors serve without compensation, though reimbursed for expenses. No self-dealing is permitted.

ARTICLE IV OFFICERS

Section 4.01 Positions.

Officers include President, Vice President, Secretary, Treasurer, elected annually by Board.

Section 4.02 Duties.

President chairs meetings; Vice President assists; Secretary records minutes; Treasurer manages funds, reports quarterly.

ARTICLE V COMMITTEES

Section 5.01 Standing Committees.

Board may create committees (e.g., Services, Finance, Vehicle Triage) with delegated authority, chaired by a director.

ARTICLE VI CONFLICT OF INTEREST

Directors/officers must disclose interests in transactions; Board approves by majority vote excluding interested parties. Annual disclosure is required.

ARTICLE VII FINANCES

Section 7.01 Fiscal Year.

January 1 to December 31.

Section 7.02 Books, Audits, and Federal Grant Compliance.

Treasurer maintains records; independent review annually if revenue exceeds \$100,000. Funds held in insured accounts. Annual FL Annual Report by May 1 (Sunbiz.org); IRS Form 990; FDACS registration for solicitations (Ch. 496, F.S.). Complies with 2 CFR Part 200 Uniform Administrative Requirements, including single audits (>\$750K federal expenditures), procurement standards, subrecipient monitoring, and internal controls per OMB A-133.

ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify directors/officers to the fullest extent permitted by §617.0831, F.S., subject to available insurance and advancement of expenses upon undertaking to repay if not entitled.

ARTICLE IX DISSOLUTION

Upon dissolution, assets distribute to similar 501(c)(3) organizations serving veterans/seniors/disabled, as Board determines, per IRS rules.

ARTICLE X CHAPTER HOUSES AND AFFILIATED LOCAL UNITS

Section 10.01 Authorization to Establish Chapters.

The Corporation may establish and recognize additional chapter houses, branches, or other affiliated local units (collectively, "Chapters") within the United States as approved by the Board of Directors. All Chapters shall be and remain subordinate to the Corporation and subject to its general supervision, control, and governing documents. All chapters operate exclusively under these general Bylaws, the organization's 501(c)(3) status, and EIN.

Section 10.02 Purpose and Consistency of Activities.

Each Chapter shall exist exclusively to further the charitable and educational purposes of the Corporation within its designated geographic area and shall not carry on any activities inconsistent with section 501(c)(3) of the Internal Revenue Code or with the Corporation's Articles of Incorporation and these Bylaws.

Section 10.03 Formation, Recognition, and Group Exemption.

No group may represent itself as a Chapter unless: (a) it has submitted a written application approved by the Board, (b) the Board has approved the territory by resolution, and (c) the entity has executed a Chapter Charter or Affiliation Agreement. Chapters are formed by General Board approval (simple majority vote) of a proposal detailing location, activities, budget, and state compliance plan.

Section 10.04 Governance of Chapters.

Each Chapter may adopt local bylaws consistent with the Corporation's governing documents. In event of conflict, Corporation documents control. Chapters must comply with the Corporation's conflict-of-interest policy and maintain minutes.

Section 10.05 Supervision, Reporting, and Compliance.

Chapters submit quarterly financial and program reports to support Form 990. Chapters shall maintain books per IRS requirements. State chapter representatives may be appointed by the General Board to non-voting or voting board positions as determined.

Section 10.06 Websites and Use of Name, Marks, and Branding.

Chapter websites must hyperlink to Corporation site, conform to Board policies, identify as subordinate, and receive prior Board approval.

Section 10.07 Funds, Assets, and Earnings.

Except for donor-restricted Chapter funds, all Chapter funds become part of Corporation's general fund, controlled by the Board. Chapters report unrelated business income for Form 990-T.

Section 10.08 Nondiscrimination and Public Disclosure.

Chapters operate nondiscriminatory and direct Form 990 requests to Corporation.

Section 10.09 Suspension, Revocation, and Dissolution of Chapters.

Board may revoke Chapter status for cause; remaining assets return to Corporation or similar 501(c)(3).

ARTICLE XI NON-DISCRIMINATION

The Corporation and all Chapters shall operate without discrimination on the basis of race, color, religion, sex, national origin, age, disability, or veteran status (§617.0830, F.S.; IRS Rev. Proc. 2024-5).

ARTICLE XII AMENDMENTS

Bylaws amended by two-thirds vote of the full Board at a meeting with quorum present and 10 days' notice (§617.0901, F.S.). Changes filed with the Florida Division of Corporations within 30 days.

ARTICLE XIII FOUNDER AND SOLE MEMBER PROTECTIONS

Section 13.01 Sole Membership.

The Founder, Joseph D. Ryan, is the Sole Member for life or until resignation. Sole Member may elect/remove Directors, approve Bylaws amendments/merger/dissolution (§617.0721, F.S.), subject to Board's independent fiduciary duties (§617.0830, F.S.; Treas. Reg. §53.4958-6).

Section 13.02 Founding Director Status.

Joseph D. Ryan serves as permanent Founding Director/CEO, removable only for gross misconduct (Felony Conviction Fraud, Gross Negligence, or Willful Breach of Fiduciary Duty) by unanimous vote of all remaining Directors and Sole Member approval (§617.0831, F.S.).

Section 13.03 Veto Rights of Founding Director.

The Founding Director may veto Board decisions on: (a) mission changes; (b) Bylaws amendments; (c) CEO removal; (d) dissolution/merger; (e) governance alterations. Override requires 75% of full Board approval.

Section 13.04 CEO Role and Board Composition.

Founder serves as CEO indefinitely, removable for cause by unanimous Board + Sole Member. Board: 5-15 Directors; Founder ≤1/3 seats. Others serve 3-year staggered terms, appointed by the Sole Member + Board for ratification.

Section 13.05 Conflict of Interest Policy.

(a) Duty to Disclose: Annual disclosure of financial interests/conflicts by Directors/Officers/Key Employees.

(b) Procedure: Recuse from vote; Board approves by disinterested majority if fair/reasonable.

(c) Documentation: Record in minutes.

(D) Annual Review: Board affirms policy with written acknowledgments.

This applies to all Articles, preventing private inurement (Treas. Reg. §53.4958-6; §617.0832, F.S.).

Section 13.06 Compliance and Severability.

All provisions comply with Chapter 617, F.S., and IRC §501(c)(3). Unenforceable sections do not affect remainder.

ARTICLE XIV HOUSING AND SHELTER SERVICES

Section 14.01 Scope and Eligibility.

Temporary shelter/housing assistance for verified U.S. veterans, seniors (65+), disabled facing homelessness. Requires DD-214/proof; priority to service-connected cases.

Section 14.02 Service Standards.

Complies with FL Ch. 292, 83; VA MISSION Act. Includes emergency shelter (90 days max), rental aid, and case management. No client fees.

Section 14.03 Operations and Safety.

Housing Committee oversees intake (20 beds max), safety protocols, evictions (7-day notice). Meets zoning/fire/ADA standards.

Section 14.04 Recordkeeping and Reporting.

Confidential files per HIPAA/VA rules; track 80% housing retention goal. Annual Board/funder reports.

Section 14.05 Partnerships and Liability.

Partners with VA, CoC programs. General liability insurance; client rule acknowledgments.

**ARTICLE XV
PARLIAMENTARY AUTHORITY**

Robert's Rules of Order (Newly Revised 13th Ed.) govern unless otherwise provided.

**ARTICLE XVI
ADOPTION**

Adopted by unanimous Board consent on this 8th day of January 2026.

Signed: _____

Joseph D. Ryan, President & Sole Member Secretary