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## **Heaven-Sent Community Services and Veterans Assistance, Inc.**

**of**

### **BYLAWS**

#### **ARTICLE I – NAME, PURPOSE, AND LIMITATIONS**

##### **Section 1.1 Name**

The name of the corporation is Heaven-Sent Community Services and Veterans Assistance, Inc. (the “Corporation”).

##### **Section 1.2 Nonprofit and Tax-Exempt Status**

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual, and no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

##### **Section 1.3 Mission and Primary Purposes**

The mission of the Corporation is to honor God by serving Veterans, seniors, individuals with disabilities, and their families through compassionate community services, safe housing, supportive care, disaster relief, and programs that promote dignity, stability, and hope.

##### **The Corporation’s primary purposes include, but are not limited to:**

1. Providing emergency, transitional, and permanent housing; shelter and safe lodging; and related supportive services.
2. Providing case management, peer mentoring, benefits navigation (including VA, Social Security, and other benefits), and referrals for mental health, substance use, and medical care.

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3. Operating food, clothing, hygiene, and household goods distribution; transportation assistance; and other basic needs support.
4. Providing family support services, including caregiver support, respite connections, parenting and relationship support, and linkage to counseling and pastoral care.
5. Providing disaster response, relief, and long-term recovery and rebuilding services for Veterans, seniors, people with disabilities, and the wider community, including coordination with emergency management, faith-based disaster partners, and first responders; this includes, but is not limited to, work historically carried out through MDR Disaster Relief and Veterans Outreach and through memoranda of understanding and cooperative agreements with partner organizations such as Red Convoy Team / Working Warriors Today and other aligned ministries and nonprofits.
6. Providing workforce development, job readiness, financial literacy, and life-skills education to promote stability and self-sufficiency.
7. Engaging volunteers, churches, community groups, and corporate partners in service projects, outreach, and acts of compassion for those we serve.
8. Partnering with and, as appropriate, serving as subrecipient or contractor to federal, state, and local agencies, including but not limited to the U.S. Department of Veterans Affairs (VA), the U.S. Department of Housing and Urban Development (HUD) and Continuum of Care (CoC) programs, the Federal Emergency Management Agency (FEMA), and other public and private funders, for programs that prevent and end homelessness, support disaster recovery, and improve health and well-being.
9. Conducting any other lawful activities consistent with these purposes and with the Corporation's status as an organization described in Section 501(c)(3) of the Code.



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## **Section 1.4 Governing Law and Jurisdiction**

The Corporation is incorporated under the laws of the State of Florida and is also authorized to conduct activities in the States of Mississippi, Pennsylvania, and Louisiana, and in any other state or jurisdiction in which the Corporation is or may hereafter be legally authorized, registered, or qualified to operate. To the extent not inconsistent with federal law or the Code, the internal affairs of the Corporation shall be governed by the nonprofit corporation law of its state of incorporation and, where applicable, by the nonprofit corporation laws and charitable solicitation laws of any other state or jurisdiction in which it operates or is required to register.

## **Section 1.5 Limitations**

The Corporation shall not carry on any activities not permitted to be carried on by:

- (a) A corporation is exempt from federal income tax under Section 501(c)(3) of the Code; or
- (b) A corporation, contributions to which are deductible under Sections 170(c)(2), 2055, and 2522 of the Code.

## **ARTICLE II – COMPLIANCE WITH FEDERAL AWARDS AND REGULATIONS**

### **Section 2.1 Compliance with Federal, State, and Local Law**

In carrying out its activities and administering any federal, state, or local awards, the Corporation shall comply with all applicable laws and regulations, including, as applicable, the Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards (2 C.F.R. Part 200), regulations of the U.S. Department of Veterans Affairs, the U.S. Department of Housing and Urban Development, the Federal Emergency Management Agency, and other federal, state, and local agencies from which the Corporation may receive funding.

### **Section 2.2 Internal Controls and Written Policies**

The Board of Directors (the “Board”) shall establish and maintain an effective system of internal controls over financial reporting and compliance and shall adopt and periodically review written policies and procedures, which may include, but are not limited to: financial management and internal controls; budgeting and financial planning; procurement and contracting; conflict of interest and related-party transactions; records retention and



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destruction; nondiscrimination, equal opportunity, and accessibility; privacy, confidentiality, and data security; whistleblower and ethics; personnel, volunteers, and code of conduct. These policies may be amended, restated, or supplemented by resolution of the Board without the necessity of amending these Bylaws, to allow the Corporation to meet current and future requirements of federal, state, and local funders and regulators.

### **Section 2.3 Audit, Monitoring, and Cooperation with Funders**

The Corporation shall cooperate fully with any reasonable monitoring, review, audit, or evaluation by federal, state, or local agencies, including VA, HUD, HUD Continuums of Care, FEMA, and other funding agencies, and shall maintain records and documentation sufficient to demonstrate compliance with grant and contract requirements. The Board may engage independent auditors or other professionals, as required by law or by funding agreements, to perform audits and compliance reviews.

### **Section 2.4 Governance and Leadership Policies**

In addition to financial and program policies, the Board shall adopt and periodically review written governance and leadership policies, which may include, but are not limited to, a Leadership Succession Plan, Board recruitment and orientation practices, and Board self-assessment tools. These governance and leadership policies may be amended, restated, or supplemented by resolution of the Board without the necessity of amending these Bylaws, provided that they remain consistent with these Bylaws and applicable law.

## **ARTICLE III – HOUSING AND PROGRAM STANDARDS**

### **Section 3.1 Housing and Services Framework**

The Corporation may operate emergency shelter, transitional housing, rapid rehousing, permanent supportive housing, homelessness prevention, and other housing and services programs for Veterans, their families, and other eligible individuals and households. These programs may be funded through, or coordinated with, federal, state, local, and private sources, including but not limited to VA, HUD, HUD-funded CoCs, FEMA, and other public and private funders.



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### **Section 3.2 Compliance with HUD, CoC, VA, and FEMA Housing Requirements**

For programs funded in whole or in part by HUD, a CoC, VA, FEMA, or other governmental agencies, the Corporation shall operate its housing and services in a manner consistent with the written standards, program regulations, and guidance applicable to those programs. This may include, as applicable: HUD and CoC written standards for coordinated entry, eligibility, prioritization, housing stability services, and minimum service levels; HUD Housing Quality Standards (HQS) or other required housing inspection and habitability standards; CoC and HUD expectations regarding Housing First, low-barrier access, and client choice; VA homeless program requirements; and FEMA guidance and requirements related to disaster housing assistance. The Board shall ensure that the Corporation maintains written program procedures reflecting such requirements for each funded program.

### **Section 3.3 Housing First and Low-Barrier Access**

To the extent required or encouraged by HUD, CoCs, VA, or other funders for specific programs, the Corporation shall seek to operate housing and services using a Housing First and low-barrier approach. This may include minimizing preconditions for entry, supporting voluntary participation in services, and focusing on rapid placement into safe and stable housing, while still complying with applicable laws, safety requirements, and the Corporation's code of conduct.

### **Section 3.4 Coordination with Continuums of Care and Community Systems**

Where the Corporation operates in a HUD-funded Continuum of Care or other coordinated community system, it shall make good-faith efforts to participate in required planning, data sharing (subject to confidentiality requirements), coordinated entry processes, and other governance or collaborative activities that apply to funded projects. The Board may designate staff or officers to represent the Corporation in such activities and shall receive periodic reports on participation and compliance.



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### **Section 3.5 Program Policies, Written Standards, and Data (including HMIS)**

The Corporation shall adopt and maintain written policies and procedures for its housing and services programs that, at a minimum, describe eligibility criteria, documentation requirements, prioritization practices, service delivery, safety protocols, and data collection, including any applicable Homeless Management Information System (HMIS) or comparable databases and VA data systems, consistent with law and funder requirements. Such program policies and written standards may be amended by the Board or its designee as needed to remain consistent with current laws, regulations, funder requirements, and best practices, without the necessity of amending these Bylaws.

## **ARTICLE IV – HEADQUARTERS, CHAPTERS, AND BRANCH OFFICES**

### **Section 4.1 Corporate Headquarters**

The principal and corporate headquarters office of the Corporation shall be located in the State of Florida, where the Corporation was originally organized. The headquarters office is responsible for overall corporate governance, financial oversight, regulatory and grant compliance, and coordination of programs and services carried out through all Chapters and branch offices.

### **Section 4.2 Authorization of Chapters and Branch Offices**

The Corporation may establish local operating units, regional offices, branches, or “Chapters” (collectively, “Chapters”) in Florida, Mississippi, Pennsylvania, Louisiana, and any other state in which the Corporation is legally authorized to operate, for the purpose of carrying out the Corporation’s charitable programs and services closer to the communities served.

### **Section 4.3 Legal and Tax Status of Chapters**

Unless otherwise expressly authorized by the Board of Directors in writing, all Chapters shall operate as unincorporated operating units or branch offices of the Corporation and shall not be separate legal entities. All assets, liabilities, programs, staff, and activities of Chapters are assets, liabilities, programs, staff, and activities of the Corporation and are subject to the ultimate authority of the Corporation’s Board of Directors. Chapters shall



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not apply for separate incorporation or separate tax-exempt status without prior written approval of the Board.

#### **Section 4.4 Centralized Financial and Reporting Oversight**

To maintain unified financial management, a single IRS Form 990 filing, and consistent oversight of grants and donations, all of the following shall be coordinated through the corporate headquarters: acceptance and recording of grants, contracts, and major donations (including in-kind contributions); establishment of organization-wide accounting systems, internal controls, and reporting formats; and consolidation of financial and program information from all Chapters for audits, tax filings, and funder reporting. Chapters may assist in identifying, cultivating, and stewarding local grants and donations, but all awards, major agreements, and donor acknowledgments shall be reviewed and approved through headquarters in accordance with the Corporation's financial management and gift acceptance policies.

#### **Section 4.5 Chapter Charters and Operating Agreements**

Each Chapter shall operate only pursuant to a written charter, operating agreement, or similar document approved by the Board of Directors (a "Chapter Charter"). The Chapter Charter shall describe, at a minimum, the Chapter's geographic service area; scope of programs and services; staffing and supervisory structure; reporting requirements; authority to enter into local agreements; and conditions for suspension or revocation of the Chapter Charter.

#### **Section 4.6 Governance, Management, and Supervision of Chapters**

Each Chapter may have a local director, manager, or coordinator and, if authorized by the Board, a local advisory committee. Local advisory committees are advisory only and shall not have corporate governance authority. Day-to-day program and staffing decisions at the Chapter level are made by local management within the policies, budgets, and strategic direction approved by the Board and headquarters. All Chapter staff and volunteers shall report through a management structure designated by the Chief Executive Officer and shall be subject to the Corporation's personnel policies, code of conduct, and supervision practices.

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#### **Section 4.7 Compliance with Corporate Policies, Laws, and Funders**

Chapters shall conduct all activities in accordance with these Bylaws; the Corporation's adopted policies (including but not limited to financial management, internal controls, conflict of interest, safeguarding, nondiscrimination, housing and program standards, and data privacy); all applicable federal, state, and local laws and regulations in their service areas; and all requirements of funding and regulatory agencies, including but not limited to the U.S. Department of Veterans Affairs (VA), the U.S. Department of Housing and Urban Development (HUD) and Continuum of Care (CoC) programs, the Federal Emergency Management Agency (FEMA), and other governmental and private funders.

#### **Section 4.8 Financial Controls and Reporting by Chapters**

All funds raised or received by a Chapter, including grants, contracts, donations, and in-kind support, are funds of the Corporation and shall be handled in accordance with the Corporation's financial management and internal control policies. Chapters shall keep accurate and timely records of all receipts, disbursements, in-kind assistance, and grants, and shall submit periodic financial and program reports to headquarters as required by the Board or the Chief Executive Officer. No Chapter may open or maintain a separate bank account, sign a lease, or enter into any contract in its own name without prior written approval of the Corporation's authorized officers.

#### **Section 4.9 Use of Corporate Name, Logos, and Branding**

Chapters may use the Corporation's name, logos, and branding only in accordance with brand, communications, and media guidelines approved by the Board of Directors or its designee. Chapters shall represent themselves publicly as local offices or branches of Heaven-Sent Community Services and Veterans Assistance, Inc., and not as separate corporations. Upon suspension or revocation of a Chapter Charter, the Chapter shall immediately cease using the Corporation's name, logos, and branding and shall comply with all instructions for return or transfer of records, assets, equipment, and intellectual property.



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#### **Section 4.10 Local Agreements, Partnerships, and MOUs**

Subject to policies established by the Board and oversight by the Chief Executive Officer, Chapters may enter into local memoranda of understanding (MOUs), partnership agreements, and facility use agreements that support the Corporation's mission in their service area, provided such agreements are reviewed and approved through the Corporation's contract approval process and executed in the name of the Corporation by an authorized officer or designee.

#### **Section 4.11 Suspension or Revocation of Chapter Status**

The Board of Directors may suspend or revoke any Chapter Charter for cause, including but not limited to violation of these Bylaws, failure to comply with the Corporation's policies or lawful directives, misuse of funds, violation of funder requirements, or actions that materially harm beneficiaries, the Corporation's reputation, or its tax-exempt status. Before revocation, the Board or its designee shall provide notice of the concerns and a reasonable opportunity to cure, unless immediate action is required to protect beneficiaries or the Corporation. Upon revocation, all assets, records, and property of the Chapter shall remain the property of the Corporation and shall be handled as directed by the Board or the Chief Executive Officer.

### **ARTICLE V – MEMBERSHIP**

#### **Section 5.1 No Voting Members**

The Corporation shall have no members as that term is defined under applicable nonprofit corporation law. All corporate powers shall be exercised by and under the authority of the Board, and all affairs of the Corporation shall be managed under the direction of the Board.

### **ARTICLE VI – BOARD OF DIRECTORS**

#### **Section 6.1 Authority and Responsibility**

The Board is the governing body of the Corporation and is responsible for overall policy, strategic direction, and oversight of the Corporation's finances, programs, and compliance with applicable laws, regulations, and grant requirements. The Board may delegate day-to-day management to the Chief Executive Officer or other officers, but shall retain ultimate fiduciary responsibility.



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## **Section 6.2 Number and Qualifications**

The Board shall consist of not fewer than three (3) Directors, and such larger number as the Board may determine from time to time by resolution. A majority of Directors shall be independent, meaning they are not employees of the Corporation and do not receive, directly or indirectly, material financial benefit from the Corporation other than reasonable reimbursement of expenses and any permitted Board compensation approved in accordance with the Corporation's conflict-of-interest policy and applicable law. Directors should demonstrate commitment to the mission, integrity, and the ability to exercise sound judgment, and, to the extent practicable, the Board shall seek diversity of experience and perspective, including representation of Veterans and community stakeholders.

## **Section 6.3 Election, Term, and Removal**

Directors shall be elected by the Board in accordance with procedures established by Board resolution. Each Director shall serve for a term of up to three (3) years and until his or her successor is elected and qualified, unless earlier removed. Terms may be staggered to promote continuity. Directors may be re-elected for successive terms as permitted by Board policy. Any Director may be removed, with or without cause, by the affirmative vote of a majority of the Directors then in office, consistent with applicable law. A Director may resign at any time by giving written notice to the Board Chair or Secretary.

## **Section 6.4 Vacancies**

Any vacancy on the Board arising from death, resignation, removal, or an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A Director elected to fill a vacancy shall serve for the unexpired portion of the term and until a successor is elected and qualified.

## **Section 6.5 Compensation and Reimbursement**

Directors shall not receive compensation for their services as Directors, but may be reimbursed for reasonable expenses incurred in the performance of their duties. The Board may authorize reasonable compensation for services provided by a Director in a capacity other than Director, provided such arrangement is consistent with the Corporation's conflict-of-interest policy and applicable law.



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## **ARTICLE VII – CONFLICT OF INTEREST AND ETHICS**

### **Section 7.1 Conflict of Interest Policy**

The Corporation shall maintain a written conflict-of-interest policy for Directors, officers, key employees, and, as appropriate, volunteers and contractors. The policy shall require annual written disclosure of actual and potential conflicts and shall set forth procedures for determining whether a conflict exists and for addressing any such conflicts.

### **Section 7.2 Duty to Disclose and Recusal**

Directors shall disclose promptly any actual or potential conflict of interest to the Board. No Director may vote on or participate in deliberations regarding any matter in which the Director, a family member, or an affiliated organization has a financial or other material interest, except to provide factual information at the request of disinterested Directors. All such recusals and the nature of the conflict shall be noted in the minutes.

### **Section 7.3 Ethics and Whistleblower**

The Corporation shall maintain a code of conduct and a whistleblower policy that encourage good faith reporting of suspected violations of law or policy and prohibit retaliation against individuals who make such reports.

## **ARTICLE VIII – OFFICERS**

### **Section 8.1 Officers**

The officers of the Corporation shall include a President or Chair, a Vice President or Vice Chair (if desired), a Secretary, and a Treasurer, and such other officers as the Board may from time to time establish. Officers must be Directors unless otherwise authorized by the Board.

### **Section 8.2 Election and Term**

Officers shall be elected by the Board at the annual meeting (or at such other time as the Board may determine) and shall serve for such terms as the Board may specify, subject to earlier removal by the Board. An individual may hold more than one office, except that the same individual may not simultaneously hold the offices of President (or Chair) and Secretary.



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### **Section 8.3 Duties**

The President/Chair shall preside at meetings of the Board, provide leadership to the Board, and perform such other duties as may be assigned by the Board. The Vice President/Vice Chair (if any) shall perform the duties of the President/Chair in his or her absence and such other duties as may be assigned. The Secretary shall ensure that minutes of all Board and Board committee meetings are kept, that notices are given as required by these Bylaws, and that records of the Corporation are maintained. The Treasurer shall oversee the financial affairs of the Corporation, including budgeting, financial reporting, and oversight of internal controls and audits. The Board may assign additional duties to officers consistent with these Bylaws.

## **ARTICLE IX – MEETINGS, QUORUM, AND RECORDS**

### **Section 9.1 Regular and Special Meetings**

The Board shall hold at least one regular meeting each year, at such time and place as the Board may determine. Additional regular or special meetings may be held as determined by the Board or called by the President/Chair or any two Directors.

### **Section 9.2 Notice**

Unless otherwise required by law, written notice of each regular or special meeting shall be given to each Director at least seven (7) days in advance, stating the date, time, and place (and, in the case of special meetings, the purpose). Notice may be delivered by mail, email, or other reliable means.

### **Section 9.3 Quorum and Voting**

A majority of the Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by law or these Bylaws, 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.

### **Section 9.4 Participation by Electronic Means**

To the extent permitted by applicable law, Directors may participate in a meeting by conference telephone, videoconference, or other means of communication by which all persons participating can hear and speak with each other simultaneously. Participation in a meeting in this manner shall constitute presence in person at such meeting.



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### **Section 9.5 Minutes and Documentation**

The Corporation shall maintain written minutes of all Board and Board committee meetings, including documentation of major decisions, approvals of budgets, grant applications, contracts, and conflict-of-interest disclosures and recusals.

### **Section 9.6 Books and Records**

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board and committees. The Corporation shall maintain such records as may be required by the Code, by the laws of its state of incorporation, by other states in which it is registered, and by federal, state, and local funding agencies.

### **Section 9.7 Public Disclosure and State Compliance**

The Corporation shall make its Form 1023 application for recognition of exemption and its annual Form 990 information returns available for public inspection to the extent required by the Code and applicable regulations. The Corporation shall comply with applicable charitable solicitation registration and reporting requirements in the State of Florida, the States of Mississippi, Pennsylvania, and Louisiana, and any other state or jurisdiction in which it solicits contributions or is required by law to register or report.

## **ARTICLE X – NONDISCRIMINATION AND EQUAL OPPORTUNITY**

### **Section 10.1 Nondiscrimination**

In all of its programs, services, employment practices, volunteer engagement, and contracting, the Corporation shall not unlawfully discriminate on the basis of race, color, religion, sex (including sexual orientation and gender identity), national origin, age, disability, veteran status, or any other protected characteristic under applicable federal, state, or local law.

### **Section 10.2 Accessibility and Reasonable Accommodation**

The Corporation shall take reasonable steps to ensure that its programs and facilities are accessible to individuals with disabilities and that reasonable accommodations are provided, consistent with applicable laws and the requirements of its funding sources.



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## **ARTICLE XI – FISCAL YEAR, FINANCES, AND CONTRACTS**

### **Section 11.1 Fiscal Year**

The fiscal year of the Corporation shall be established by the Board.

### **Section 11.2 Deposits and Disbursements**

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as the Board may designate. Disbursements shall be made in accordance with the Corporation's financial management and internal control policies and with applicable laws and grant requirements.

### **Section 11.3 Contracts and Instruments**

The Board may authorize one or more officers or agents of the Corporation, in addition to any 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 Corporation. Such authority may be general or confined to specific instances.

### **Section 11.4 Gifts**

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation, subject to the Corporation's gift acceptance policies.

## **ARTICLE XII – INDEMNIFICATION AND INSURANCE**

### **Section 12.1 Indemnification**

To the fullest extent permitted by applicable law, the Corporation may indemnify any Director, officer, employee, or agent of the Corporation who is or was involved in any proceeding by reason of the fact that such person is or was acting on behalf of the Corporation, against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceeding.



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## **Section 12.2 Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, against any liability asserted against or incurred by such person in any such capacity, whether or not the Corporation would have the power to indemnify such person under applicable law.

## **ARTICLE XIII – FOUNDER AND FAMILY LEADERSHIP & SUCCESSION**

### **Section 13.1 Founder Recognition and Intent**

The Corporation recognizes Joseph Ryan as the Founding President and organizing force behind Heaven-Sent Community Services and Veterans Assistance, Inc. (the “Founder”). The Board of Directors shall, to the fullest extent consistent with its fiduciary duties and applicable law, honor the Founder’s stated mission and vision for serving Veterans, seniors, individuals with disabilities, their families, and disaster-affected communities.

### **Section 13.2 Family Leadership Priority**

It is the policy of the Corporation to give strong consideration to qualified family members of the Founder, including but not limited to Kim (“Kimmy”) Kimberly A. Ryan and Emma Ryan, for service as officers, Directors, and key staff, including the roles of Chief Executive Officer and Executive Director, provided that such appointments comply with all conflict-of-interest, compensation, and governance requirements under federal and state law and IRS regulations. Nothing in this Section shall be construed to create a right to any position or to limit the Board’s duty to act in the best interests of the Corporation.

### **Section 13.3 Board Composition and Family Directors**

The Board of Directors shall include, when reasonably possible, at least one (1) and up to three (3) Directors who are members of the Founder’s immediate family (“Family Directors”). Family Directors shall have the same rights, duties, and obligations as all other Directors, including the duty of care, duty of loyalty, and duty of obedience to the Corporation’s charitable purposes.



We need to help... We just HAVE to help!

It's in our souls. Be the LIGHT that helps others see

Joseph Ryan  
Ceo and Founder  
Heaven-Sent Community Services and Veterans  
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1431 Simpson Rd Kissimmee, FL 34744  
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### **Section 13.4 Reserved Powers on Mission and Dissolution**

Any proposal to (a) materially change the Corporation's charitable purposes; (b) merge, consolidate, or dissolve the Corporation; or (c) sell or transfer substantially all of the Corporation's assets shall require approval of at least a two-thirds (2/3) majority of the Board of Directors then in office and, if a Family Director is then serving, shall include the affirmative vote of at least one (1) Family Director. If no Family Director is serving at the time of such vote, this additional requirement shall be waived.

### **Section 13.5 Leadership Succession Plan**

The Board of Directors shall adopt and periodically review a written Leadership Succession Plan that identifies processes for temporary and permanent transitions in key leadership positions, including the Chief Executive Officer and Executive Director. The Leadership Succession Plan may identify Kim ("Kimmy") Kimberly A. Ryan and Emma Ryan, or other qualified family members, as preferred candidates for consideration in future leadership transitions, subject to standard hiring, evaluation, and conflict-of-interest safeguards and consistent with the Corporation's status as a public charity under Section 509(a) of the Code.

## **ARTICLE XIV – DISSOLUTION**

### **Section 14.1 Dissolution**

Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of 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 purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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.

HEAVEN SENT COMMUNITY SERVICE  
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## **ARTICLE XV – AMENDMENTS**

### **Section 15.1 Amendments to the Bylaws**

These Bylaws may be amended, altered, or repealed, and new bylaws adopted, by the affirmative vote of a majority (or higher percentage, if required by applicable law) of the Directors then in office, provided that written notice of the proposed amendment is given in accordance with the notice provisions of these Bylaws. No amendment shall be adopted that would cause the Corporation to cease to qualify as an organization described in Section 501(c)(3) of the Code or that would be inconsistent with applicable nonprofit corporation law or with material requirements imposed by federal or state funding agencies whose grants are then in force, to the extent such requirements are known to the Board.

## **ARTICLE XVI – GOVERNANCE AND COMPLIANCE STATEMENT**

Heaven-Sent Community Services and Veterans Assistance, Inc. is governed by an active Board of Directors that provides fiduciary oversight, sets policy, and monitors risk, with a special focus on protecting Veterans, families, and the communities we serve. The Board has adopted these Bylaws together with written policies on financial management, internal controls, conflict of interest, records retention, nondiscrimination, personnel, and program operations, and reviews them regularly to keep the organization in line with current laws, regulations, and best practices. The Corporation is committed to complying with all requirements attached to public and private awards, including the Uniform Guidance for federal grants (2 C.F.R. Part 200) and applicable regulations and program guidance issued by the U.S. Department of Veterans Affairs, the U.S. Department of Housing and Urban Development and Continuum of Care programs, the Federal Emergency Management Agency, and other funders, and to fully cooperating with all monitoring, reporting, and audit activities. In all of its work, the Corporation strives to practice honest, transparent, and accountable stewardship so that donors, partners, and the public can trust that every gift and grant is used wisely to advance its mission.

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## CERTIFICATION

These Bylaws of Heaven-Sent Community Services and Veterans Assistance, Inc. were adopted by the Board of Directors on the \_\_8<sup>th</sup> day of January \_\_\_\_, **2026**

### Legal compliance confirmed:

- ✓ **IRS 501(c)(3)** – Private benefit safeguards in place; family preference is policy-based, not absolute control; board retains fiduciary duty; super-majority protects mission without giving unchecked veto power
- ✓ **HUD/CoC** – Housing First, coordinated entry, written standards, HMIS, HQS all referenced; chapter structure allows for project-specific compliance
- ✓ **VA** – VA program requirements and data systems named; flexibility for program-specific guides
- ✓ **FEMA** – Disaster housing and coordination language included
- ✓ **Federal grants (2 CFR 200)** – Internal controls, audit cooperation, procurement, conflict of interest all covered
- ✓ **All 48 lower states** – Multi-state authorization clause; chapters can operate anywhere you're registered; charitable solicitation compliance required
- ✓ **Foundation grants** – Strong governance, conflict policies, transparency, and audit readiness all in place

Your bylaws now protect family leadership while staying 100% compliant with every funder and regulator you'll work with.