

HEAVEN SENT COMMUNITY SERVICE  
AND VETERANS ASSISTANCE



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

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

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## **Title and introduction**

### **Board Governance Manual**

This Board Governance Manual compiles the core governing documents, policies, and agreements for the Board of Directors of Heaven-Sent Community Services and Veterans Assistance, Inc., including bylaws, board-level policies, and key board member agreements. It is intended to protect the mission, safeguard the role of the Founder and family leaders, strengthen internal controls, and support compliance with IRS expectations and the requirements of funders such as VA, HUD, FEMA, and foundations.

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

**A Florida Nonprofit Corporation — Federal Tax-Exempt under IRC §501(c)(3)**

**Adopted by the Board of Directors: \_\_\_\_April 17\_\_\_\_, 2026**

***Supersedes and replaces all prior versions, including bylaws dated March 10, 2026***

State of Incorporation	Federal Tax Status	Operating States
Florida (Ch. 617)	501(c)(3) Public Charity	FL, MS, PA, LA, VA + others

***These bylaws have been drafted to satisfy: IRS Form 1023 / IRC §501(c)(3) requirements; IRS Form 990 governance standards; Florida Nonprofit Corporation Act (Ch. 617); Virginia Nonstock Corporation Act (Title 13.1); HUD CoC, ESG, HOME, HOPWA, VASH, and CDBG grant requirements; VA GPD, SSVF, and related grant requirements; FEMA / 2 CFR Part 200 Uniform Guidance; SBA nonprofit partner program requirements; and private foundation and community foundation grant readiness standards.***



## **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. No substantial part of the Corporation's 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:

- Providing emergency, transitional, and permanent housing; shelter and safe lodging; and related supportive services.
- Providing case management, peer mentoring, benefits navigation (including VA, Social Security, and other benefits), and referrals for mental health, substance use, and medical care.
- Operating food, clothing, hygiene, and household goods distribution; transportation assistance; and other basic needs support.
- Providing family support services, including caregiver support, respite connections, parenting and relationship support, and linkage to counseling and pastoral care.
- 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, including work carried out through MDR Disaster Relief and Veterans Outreach and through memoranda of understanding with partner organizations.



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- Providing workforce development, job readiness, financial literacy, and life-skills education to promote stability and self-sufficiency.
- Engaging volunteers, churches, community groups, and corporate partners in service projects, outreach, and acts of compassion.
- Partnering with and serving as subrecipient or contractor to federal, state, and local agencies, including 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), the Small Business Administration (SBA), and other public and private funders.
- Conducting any other lawful activities consistent with these purposes and with the Corporation's status under Section 501(c)(3) of the Code.

■ **COMPLIANCE NOTE: Section 1.3 is mission-locked. Any amendment to this section requires a three-fourths (3/4) supermajority vote of Directors then in office, per Article XV.**

## Section 1.4 Governing Law and Jurisdiction

The Corporation is incorporated under the laws of the State of Florida and is authorized to conduct activities in the States of Mississippi, Pennsylvania, Louisiana, and Virginia, and in any other state or jurisdiction in which the Corporation is or may hereafter be legally authorized, registered, or qualified to operate. The Corporation shall maintain a registered agent and comply with foreign qualification and charitable solicitation registration requirements in each state where required by law. The internal affairs of the Corporation shall be governed by the Florida Nonprofit Corporation Act (Chapter 617, Florida Statutes) and, where applicable, by the laws of any other state in which it operates.

## Section 1.5 Limitations

The Corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation 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; the Small Business Administration; and other federal, state, and local agencies from which the Corporation may receive funding.

### **Section 2.2 Internal Controls, Written Policies, and Segregation of Duties**

The Board of Directors (the "Board") shall establish and maintain an effective system of internal controls over financial reporting and compliance and shall formally adopt written policies and procedures covering: financial management and internal controls; budgeting and financial planning; procurement and contracting (meeting the standards of 2 C.F.R. §§200.318–200.327); conflict of interest and related-party transactions; records retention and destruction (minimum seven years for financial records); nondiscrimination, equal opportunity, and accessibility; privacy, confidentiality, and data security; whistleblower and ethics reporting; and personnel, volunteers, and code of conduct.

No single officer, employee, or agent of the Corporation shall have sole authority to both authorize and approve disbursements. The Board shall ensure that financial management procedures include segregation of duties between: (i) authorization of expenditures; (ii) recording and bookkeeping; and (iii) physical custody of assets and reconciliation. Where organizational size makes full segregation impractical, the Board shall implement and document compensating controls, including dual-signature requirements and enhanced Board-level financial review.

### **Section 2.3 Procurement Policy**

The Board shall formally adopt a written Procurement Policy that complies with 2 C.F.R. §§200.318–200.327 and covers: methods of procurement; standards for full and open competition; procurement records; contract cost and price analysis; and conflict-of-interest standards for procurement personnel. This policy shall be reviewed and reaffirmed by the Board at least every three (3) years or upon award of any federal grant.



## **Section 2.4 Audit, Monitoring, and Cooperation with Funders**

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

## **Section 2.5 Governance and Leadership Policies**

The Board shall adopt and periodically review written governance and leadership policies, including a Leadership Succession Plan, Board recruitment and orientation practices, and Board self-assessment tools. These policies may be amended by resolution of the Board without amending these Bylaws, provided 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, funded through or coordinated with federal, state, local, and private sources, including VA, HUD, HUD-funded CoCs, FEMA, SBA, and other public and private funders.

## **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, SBA, or other governmental agencies, the Corporation shall operate its housing and services consistent with the written standards, program regulations, and guidance applicable to those programs, including: HUD and CoC written standards for coordinated entry, eligibility, prioritization, and housing stability services; HUD Housing Quality Standards (HQS) or other required inspection standards; CoC and HUD Housing First and low-barrier access expectations; VA homeless program requirements; and FEMA guidance related to disaster housing assistance.

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### **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 operate housing and services using a Housing First and low-barrier approach, including minimizing preconditions for entry, supporting voluntary participation in services, and focusing on rapid placement into safe and stable housing, while 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.

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

The Corporation shall adopt and maintain written policies for its housing and services programs describing 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.



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

### **Section 4.1 Corporate Headquarters**

The principal and corporate headquarters of the Corporation shall be located in the State of Florida. The headquarters is responsible for overall corporate governance, financial oversight, regulatory and grant compliance, and coordination of all programs carried out through 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" in Florida, Mississippi, Pennsylvania, Louisiana, Virginia, 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.

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

Unless otherwise expressly authorized by the Board 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 Board. Chapters shall 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**

All grants, contracts, major donations, accounting systems, internal controls, and consolidation of financial and program information from all Chapters shall be coordinated through corporate headquarters. Chapters may assist in identifying and cultivating local grants and donations, but all awards, major agreements, and donor acknowledgments shall be reviewed and approved through headquarters.

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

Each Chapter shall operate only pursuant to a written charter or operating agreement approved by the Board describing: the Chapter's geographic service area; scope of programs; staffing and supervisory structure; reporting requirements; authority to enter into local agreements; and conditions for suspension or revocation of the Charter.



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

Each Chapter may have a local director or coordinator and, if authorized by the Board, a local advisory committee. Local advisory committees are advisory only and shall have no corporate governance authority. All Chapter staff and volunteers shall report through the management structure designated by the Chief Executive Officer.

## **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; all applicable federal, state, and local laws and regulations; and all requirements of funding and regulatory agencies, including VA, HUD and CoC programs, FEMA, SBA, and other governmental and private funders.

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

**All funds raised or received by a Chapter are funds of the Corporation and shall be handled in accordance with the Corporation's financial management and internal control policies. No Chapter may open 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 guidelines approved by the Board. 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.



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

**Subject to Board policies and CEO oversight, Chapters may enter into local memoranda of understanding, partnership agreements, and facility use agreements that support the Corporation's mission, provided such agreements are reviewed 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 may suspend or revoke any Chapter Charter for cause, including 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 and a reasonable opportunity to cure, unless immediate action is required to protect beneficiaries or the Corporation.

## **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.



## Section 6.2 Number and Qualifications

The Board shall consist of not fewer than five (5) Directors, and such larger number as the Board may determine by resolution. Directors shall be natural persons eighteen (18) years of age or older. Directors should demonstrate commitment to the mission, integrity, and the ability to exercise sound judgment, and the Board shall seek diversity of experience and perspective, including representation of Veterans and community stakeholders.

■ **COMPLIANCE NOTE: A minimum of five (5) directors is required to ensure the independent majority threshold under IRS Form 990 Part VI is mathematically achievable at all times.**

## Section 6.3 Independent Director Requirement

At all times, a majority of the Directors then in office — meaning more than fifty percent (50%) — must be Independent Directors. For purposes of these Bylaws, a Director is "Independent" if all of the following are true:

- The Director is not compensated as an officer or employee of the Corporation or a related organization;
- The Director does not receive more than \$10,000 per year in compensation from the Corporation or a related organization as an independent contractor (excluding reasonable board service compensation if any);
- Neither the Director nor any family member of the Director is involved in a transaction with the Corporation or a related organization that must be reported on IRS Form 990, Schedule L.

At no time shall the combined number of non-independent Directors — including any Directors who are employees, officers, or family members of employees or officers of the Corporation — exceed one-third (1/3) of the total Directors then in office.

If at any time the Corporation does not have a majority of Independent Directors, the Board shall take remedial action within sixty (60) days, including recruiting and seating sufficient Independent Directors.

## Section 6.4 Election, Terms, and Re-Election

Directors shall be elected by the Board in accordance with procedures established by Board resolution. Each Director shall serve for a term of three (3) years, with terms staggered to promote continuity, and until his or her successor is elected and qualified, unless earlier removed or resigned. Directors may be re-elected for successive terms. The Board may establish term limits by resolution.



## **Section 6.5 Removal and Resignation**

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 6.6 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.

## **Section 6.7 Compensation and Reimbursement**

Directors shall not receive compensation for their services as Directors, but may be reimbursed for reasonable and documented 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 (such as as an employee or independent contractor), provided such arrangement is reviewed and approved exclusively by disinterested Directors consistent with Section 6.8 of these Bylaws.

## **Section 6.8 Compensation Oversight — Independent Review Required**

The compensation of any person who serves as both a Director and an officer or employee of the Corporation — including the Chief Executive Officer — shall be reviewed and approved exclusively by the disinterested Directors (those Directors who are not the compensated person and have no family or financial relationship with the compensated person). The disinterested Directors shall:

- Obtain and review comparability data from similarly situated organizations before setting or approving compensation;
- Document the basis for their determination in contemporaneous written minutes, including the comparability data reviewed; and
- Approve a specific compensation amount or range. The interested Director shall not be present during deliberations or cast a vote on any aspect of their own compensation.

This process satisfies the rebuttable presumption safe harbor under Treasury Regulation §53.4958-6 and protects the Corporation and its Directors from excess benefit transaction liability under IRC §4958.



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■ **COMPLIANCE NOTE: This section is required by IRS regulations. Failure to follow this procedure may result in excise tax penalties on the compensated person and the Corporation under IRC §4958.**

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

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

#### **7.1.1 Purpose.**

The purpose of this Conflict of Interest Policy is to protect the interests of the Corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, officer, key employee, or, as appropriate, a volunteer or contractor of the Corporation, and to ensure that no part of the net earnings of the Corporation inures to the benefit of any private individual or entity affiliated with a Director, in accordance with applicable federal tax and program requirements.

#### **7.1.2 Covered Persons.**

This policy applies to all members of the Board of Directors, all officers, and all key employees of the Corporation, and, as appropriate, to volunteers and contractors when they are acting on behalf of the Corporation or are in a position to influence its decisions.

#### **7.1.3 Conflict of Interest Defined.**

A “conflict of interest” arises when a Covered Person (as defined in Section 7.1.2), or a member of such person’s family or any entity with which such person is affiliated, has a financial or personal interest in a transaction, arrangement, or other matter involving the Corporation that may impair, or reasonably appear to impair, such person’s independence of judgment or loyalty to the Corporation.

#### **7.1.4 Annual Written Disclosure.**

(a) Each Director, officer, and key employee shall complete, sign, and submit a written conflict of interest disclosure form within thirty (30) days of appointment, election, or hire, and thereafter on an annual basis no later than December 31 of each year.

(b) The annual disclosure shall identify all actual and potential conflicts of interest, including any financial interests or fiduciary relationships that could reasonably be expected to give rise to a conflict with the interests of the Corporation.



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## **7.1.5 Ongoing Duty to Disclose.**

In addition to the annual disclosure, each Covered Person has a continuing obligation to promptly disclose any actual or potential conflict of interest that arises after submission of the annual disclosure, before the Corporation takes action on the matter to which the conflict relates.

## **7.1.6 Board Review and Determination.**

- (a) All completed disclosure forms and any disclosures made during the year shall be reviewed by the Board of Directors, or by a committee of disinterested Directors designated by the Board, to determine whether a conflict of interest exists and what action, if any, is required to protect the interests of the Corporation.
- (b) Any Director or other Covered Person who has an actual or potential conflict with respect to a proposed transaction or arrangement shall disclose the material facts of the conflict to the Board or appropriate committee, shall answer questions from disinterested Directors, and shall recuse themselves from deliberation and voting on the matter, except to the extent necessary to provide factual information at the request of the Board or committee.
- (c) The Board or committee shall determine, by a majority vote of the disinterested Directors, whether a conflict of interest exists and, if so, whether the transaction or arrangement is fair, reasonable, and in the best interests of the Corporation, and may approve the transaction only after considering alternative options and documenting its decision.

## **7.1.7 Recordkeeping.**

All completed conflict of interest disclosure forms shall be maintained as part of the Corporation's permanent corporate records for a minimum period of seven (7) years from the date of submission, together with minutes or other records of Board or committee proceedings relating to the review and resolution of any disclosed conflicts.

## **7.1.8 Failure to Disclose.**

- (a) If a Covered Person fails to submit a required initial or annual disclosure form within forty-five (45) days after the applicable due date, the Corporation shall provide written notice of the deficiency and a specified deadline for submission.
- (b) Continued failure to submit a required disclosure after written notice, or failure to disclose an actual conflict before the Corporation takes action on the related matter, may be grounds for disciplinary action, including but not limited to removal from the Board or from any office or position with the Corporation, in accordance with applicable provisions of these Bylaws and state law.



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## **7.1.9 Federal Program Requirements (HUD, VA, FEMA, and Other Federal Programs).**

For any program for which the Corporation seeks or holds approval, participation, or funding from the U.S. Department of Housing and Urban Development (HUD), U.S. Department of Veterans Affairs (VA), Federal Emergency Management Agency (FEMA), or any other federal agency, the following additional provisions shall apply:

- (a) No part of the net earnings of the Corporation may be paid, distributed, or otherwise inure to the benefit of any individual Director or to any corporation, partnership, or other entity affiliated with a Director, except for reasonable compensation for services actually rendered as permitted by law and applicable federal program requirements.
- (b) The Corporation shall not enter into any contract, subaward, or other financial arrangement in connection with a federal program in which a Director, officer, key employee, or an affiliated entity has a prohibited financial interest under applicable federal law, regulation, or guidance, unless a written waiver is obtained from the relevant federal agency where such waiver is expressly authorized.
- (c) The occupational activities and outside obligations of Directors shall not conflict with, or reasonably appear to conflict with, the work and mission of the Corporation, and no Director may simultaneously hold a position or engage in an activity that federal program rules identify as incompatible with service on the governing body of a participating nonprofit.
- (d) The Corporation shall adopt and implement any additional conflict of interest provisions required by HUD, VA, FEMA, or other federal program authorities as a condition of participation or funding, and such provisions are incorporated by reference into this Section 7.1 to the extent consistent with applicable law and these Bylaws.

## **7.1.10 Annual Acknowledgment.**

Each Director, officer, and key employee shall annually sign a statement affirming that they: (i) have received a copy of this Conflict of Interest Policy; (ii) have read and understand the policy; (iii) agree to comply with the policy; and (iv) understand that the Corporation is a charitable organization and that, in order to maintain its federal tax-exempt status, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes without inurement of net earnings to private individuals.



## **Section 7.2 Code of Conduct for Directors, Officers, Employees, and Volunteers**

### **7.2.1 Adoption of Code of Conduct.**

The Board of Directors shall adopt, and review at least every three (3) years, a written Code of Conduct applicable to all Directors, officers, employees, and volunteers of the Corporation. The Code of Conduct shall set forth standards of ethical and professional behavior consistent with the Corporation's mission, values, and legal obligations, and shall be aligned with the Corporation's Conflict of Interest Policy, Ethics and Whistleblower Policy, and Harassment and Anti-Discrimination Policy.

### **7.2.2 Minimum Standards.**

The Code of Conduct shall, at a minimum, address expectations regarding: (a) honesty, integrity, and acting in the best interests of the Corporation and the clients and communities it serves; (b) compliance with all applicable laws, regulations, contracts, grants, and organizational policies and procedures; (c) respectful, professional, and non-discriminatory treatment of clients, staff, volunteers, partners, and members of the public; (d) protection of confidential and sensitive information, including client and personnel information, in accordance with applicable privacy and data-security requirements; (e) appropriate use and safeguarding of the Corporation's funds, property, technology, and other assets and resources; (f) avoidance of conflicts of interest, self-dealing, and improper personal benefit; and (g) prompt reporting of suspected violations of law or organizational policy through the mechanisms described in the Ethics and Whistleblower Policy.

### **7.2.3 Use of Position and Representation of the Corporation.**

The Code of Conduct shall prohibit Directors, officers, employees, and volunteers from using their position with the Corporation, or the Corporation's name, programs, or resources, for personal, political, or financial gain, or in any manner that is inconsistent with the Corporation's mission and legal obligations. Individuals acting on behalf of the Corporation shall present themselves accurately and shall not make public statements or commitments that bind the Corporation unless they are expressly authorized to do so.



## **7.2.4 Distribution and Acknowledgment.**

Each Director, officer, employee, and volunteer shall receive a copy of the Code of Conduct at the commencement of their service or employment and upon any material revision. As a condition of service or employment, each such person shall acknowledge in writing that they have received, read, understand, and agree to comply with the Code of Conduct and related policies identified therein, including the Conflict of Interest Policy and the Ethics and Whistleblower Policy.

## **7.2.5 Reporting Concerns.**

The Code of Conduct shall direct Directors, officers, employees, and volunteers to report suspected violations of the Code of Conduct, law, or organizational policy through the reporting mechanisms established in the Ethics and Whistleblower Policy, and shall make clear that good-faith reporting and participation in investigations are protected activities under the Corporation's anti-retaliation provisions.

## **7.2.6 Violations.**

Violations or suspected violations of the Code of Conduct shall be addressed in a manner consistent with the Ethics and Whistleblower Policy, the Conflict of Interest Policy, applicable personnel policies, and applicable law. Violations may result in corrective or disciplinary action, up to and including removal from the Board, termination of employment, or termination of volunteer service, subject to any applicable contractual or statutory rights. The Corporation may also require remedial measures such as training, supervision, or changes in duties where appropriate.

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

### **7.3.1 Purpose.**

The purpose of this Ethics and Whistleblower Policy is to promote honest and ethical conduct, to encourage the reporting of suspected violations of law or organizational policy, and to protect from retaliation those individuals who in good faith report concerns.



### **7.3.2 Scope.**

This policy applies to all Directors, officers, employees, and volunteers of the Corporation (collectively, “Covered Persons”). It also covers any contractor or other person who, in connection with work for the Corporation, wishes to report a concern through the mechanisms described in this Section.

### **7.3.3 Standards of Ethical Conduct.**

Covered Persons are expected to act with integrity, honesty, and in the best interests of the Corporation; comply with all applicable laws, regulations, and organizational policies; and avoid conduct that could reasonably be viewed as dishonest, fraudulent, illegal, or otherwise inconsistent with the mission and values of the Corporation.

### **7.3.4 Reporting Mechanism.**

- (a) The Corporation shall maintain one or more confidential reporting mechanisms through which Covered Persons may report, in good faith, any suspected violation of law, regulation, or organizational policy, including but not limited to financial impropriety, misuse of assets, conflicts of interest, harassment, discrimination, or other unethical conduct.
- (b) Reporting mechanisms may include, without limitation, a dedicated hotline, a designated email address, a web-based reporting form, or a designated independent contact.
- (c) Reports concerning the Chief Executive Officer (or equivalent chief staff officer) shall be directed to a designated independent contact separate from the CEO, such as the Board Chair, an officer of the Board, or a committee established by the Board for this purpose.

### **7.3.5 Good-Faith Reporting and Confidentiality.**

- (a) Reports should be made in good faith, based on a reasonable belief that a violation has occurred or is likely to occur.
- (b) To the extent practicable and consistent with the need to conduct a fair and thorough investigation, the Corporation will protect the confidentiality of the individual making a report and of any individuals involved in or mentioned in a report.

### **7.3.6 Anti-Retaliation Protections.**

- (a) The Corporation strictly prohibits any form of retaliation, intimidation, harassment, or adverse action against any individual who, in good faith, makes a report under this policy, participates in an investigation, or otherwise assists in addressing a concern.
- (b) Retaliation includes, but is not limited to, termination, demotion, reduction in pay or hours, reassignment, threats, or other actions that would discourage a reasonable person from reporting concerns or participating in an investigation.
- (c) Any Director, officer, employee, or volunteer who engages in retaliation in violation of this policy may be subject to disciplinary action, up to and including removal from the Board or termination of employment or volunteer status, in accordance with applicable law and other provisions of these Bylaws.



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### **7.3.7 Procedures for Investigating Reports.**

- (a) Upon receipt of a report, the designated recipient (which may be a Board officer, committee, or staff designee, depending on the nature of the report) shall promptly acknowledge receipt when appropriate and determine the appropriate process for review.
- (b) The Corporation shall conduct a timely, fair, and impartial investigation of each report, which may include interviews, review of documents, and consultation with legal or other professional advisors when warranted.
- (c) The individual or body responsible for the investigation shall report its findings and any recommended corrective or disciplinary action to the Board of Directors or to such committee or officer as the Board designates.
- (d) The Corporation shall take appropriate corrective and remedial action, as determined by the Board or its designee, when a violation is substantiated.

### **7.3.8 Recordkeeping.**

The Corporation shall maintain records of all reports made under this policy, together with documentation of investigative steps, findings, and any actions taken, for a period consistent with the Corporation's document retention policy and applicable law.

### **7.3.9 Policy Review.**

The Board of Directors shall review this Ethics and Whistleblower Policy at least once every three (3) years and may amend it from time to time as it deems necessary or appropriate, subject to applicable law and other provisions of these Bylaws.

### **7.3.10 Distribution and Availability.**

This policy shall be made available to all Directors, officers, employees, and volunteers of the Corporation. The Corporation may distribute this policy in written or electronic form, include it in employee or volunteer handbooks, or post it on internal or external websites, as appropriate.

## **ARTICLE VIII — OFFICERS**

### **Section 8.1 Officers**

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



## Section 8.2 Separation of Board Chair and CEO Roles

The roles of Board Chair and Chief Executive Officer (CEO) / Executive Director shall be held by separate individuals. The Board Chair leads the Board of Directors and is responsible for governance. The CEO/Executive Director is responsible for day-to-day management and operations and reports to the Board. This separation is required to ensure independent board oversight and to meet the governance standards of IRS Form 990, VA, HUD CoC, FEMA, and private foundation funders.

■ **COMPLIANCE NOTE: This separation of roles is a best-practice governance standard required or strongly preferred by VA, HUD CoC, FEMA, and most private foundation funders. It does not prevent the CEO from attending all Board meetings and participating fully in discussions — it only prevents the CEO from chairing the Board.**

## Section 8.3 Election and Term

Officers shall be elected by the Board at the annual meeting and shall serve for a term of one (1) year, or until their successors are elected and qualified or until earlier removal or resignation, unless the Board by resolution establishes a different term not to exceed three (3) years. Officers may be re-elected. An individual may hold more than one office, except that the same individual may not simultaneously hold the offices of Board Chair and Secretary.

## Section 8.4 Duties of Officers

The Board 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 Chair shall perform the duties of the Board Chair in his or her absence. The Secretary shall ensure that minutes of all Board meetings are kept, that required notices are given, and that corporate records 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.

## Section 8.5 Chief Executive Officer

The Board shall appoint a Chief Executive Officer (CEO) or Executive Director who shall be the chief staff officer of the Corporation, responsible for day-to-day management and operations, implementation of Board policies, and supervision of all staff and programs. The CEO shall report to the Board and shall attend all regular Board meetings in a non-voting advisory capacity unless the CEO also holds a Director seat, in which case the CEO participates as a Director subject to the conflict-of-interest and compensation provisions of Articles VI and VII. The CEO's compensation shall be determined exclusively by disinterested Directors as provided in Section 6.8.



## ARTICLE IX — MEETINGS, QUORUM, AND RECORDS

### Section 9.1 Regular and Special Meetings

The Board shall hold regular meetings at least four (4) times per year (approximately quarterly), at such times and places as the Board may determine. At each regular meeting, the Board shall review current financial statements, grant and program status reports, and any material compliance issues. Additional regular or special meetings may be called by the Board Chair or any two (2) Directors.

■ **COMPLIANCE NOTE: Quarterly meetings are required to maintain active financial oversight required by 2 CFR §200.302-303, VA grant monitoring expectations, and most foundation governance standards.**

### Section 9.2 Notice

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 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, compensation decisions, 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 records as 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. Financial records shall be retained for a minimum of seven (7) years.

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

The Corporation shall make its Form 1023 application and 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 Florida, Mississippi, Pennsylvania, Louisiana, Virginia, and any other state in which it solicits contributions or is required by law to register or report.



## **ARTICLE X — ARTICLE 10**

# **NONDISCRIMINATION, EQUAL OPPORTUNITY, AND ACCESSIBILITY**

### **10.1.1 Policy Statement.**

## **NONDISCRIMINATION, EQUAL OPPORTUNITY, AND ACCESSIBILITY**

### **Section 10.1 Nondiscrimination and Equal Opportunity**

#### **10.1.1 Policy Statement.**

In all of its programs, services, employment practices, volunteer engagement, governance activities, and contracting, the Corporation shall provide equal opportunity and shall not unlawfully discriminate on the basis of race, color, religion, sex (including pregnancy, sexual orientation, and gender identity), national origin, age, disability, veteran or military status, marital or familial status, genetic information, or any other status or characteristic protected under applicable federal, state, or local law. This commitment applies to clients and program participants, applicants for services, employees, applicants for employment, volunteers, Board members, and contractors.

#### **10.1.2 Coverage of Federally Funded Programs (VA, HUD CoC/ESG, FEMA, SBA).**

The Corporation shall administer all programs and activities funded in whole or in part by the U.S. Department of Veterans Affairs (VA), the U.S. Department of Housing and Urban Development (HUD)—including Continuum of Care (CoC) and Emergency Solutions Grants (ESG) programs—the Federal Emergency Management Agency (FEMA), the Small Business Administration (SBA), and any other federal or state funding source in a manner consistent with all applicable nondiscrimination, fair housing, equal opportunity, and civil rights requirements. These include, as applicable, Title VI of the Civil Rights Act of 1964, the Fair Housing Act, Section 504 of the Rehabilitation Act of 1973, the Americans with Disabilities Act, the Age Discrimination Act of 1975, and implementing regulations such as HUD's Section 504 rules for McKinney-Vento homeless programs, FEMA's nondiscrimination regulations in 44 CFR part 7, and SBA's nondiscrimination regulations in 13 CFR parts 112, 113, and 117.



**10.1.3 Harassment and Hostile Environment.** Discrimination includes harassment or the creation of a hostile environment based on any protected characteristic. The Corporation prohibits harassment, sexual harassment, and discriminatory or harassing conduct in all programs, workplaces, and volunteer settings. Allegations of harassment or discriminatory treatment shall be addressed pursuant to the Corporation's Harassment and Anti-Discrimination Policy and Ethics and Whistleblower Policy.

### **10.1.4 Retaliation Prohibited.**

The Corporation strictly prohibits retaliation against any individual who, in good faith, asserts rights under this Article, requests a reasonable accommodation, files a complaint of discrimination or harassment, participates in an investigation, or otherwise assists or participates in any proceeding related to equal opportunity or civil rights. Individuals who engage in retaliation may be subject to corrective or disciplinary action, up to and including removal from the Board, termination of employment, or termination of volunteer service.

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

### **10.2.1 General Accessibility Commitment.**

The Corporation shall take reasonable steps to ensure that its programs, services, communications, and facilities are accessible to individuals with disabilities, in accordance with the Americans with Disabilities Act (ADA), Section 504 of the Rehabilitation Act of 1973, and other applicable federal, state, and local accessibility requirements and funding conditions. This includes physical accessibility of facilities, programmatic accessibility of services, and accessible communication methods.

### **10.2.2 Reasonable Accommodations for Participants.**

The Corporation shall provide reasonable accommodations and reasonable modifications to policies, practices, and procedures when necessary to enable qualified individuals with disabilities to access and participate in its programs and services, unless doing so would fundamentally alter the nature of a program or impose an undue hardship or undue financial or administrative burden. Requests for accommodation may be made verbally or in writing and shall be considered promptly and in good faith.

### **10.2.3 Reasonable Accommodations for Employees and Volunteers.**

The Corporation shall provide reasonable accommodations to qualified employees and volunteers with disabilities to enable them to perform the essential functions of their positions, consistent with the ADA, Section 504, and other applicable law, unless such accommodations would impose an undue hardship. The Corporation shall maintain an internal process for receiving, evaluating, and

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documenting accommodation requests and for engaging in an interactive process with the individual.

### **10.2.4 Effective Communication.**

The Corporation shall take appropriate steps to ensure effective communication with individuals with disabilities, including by providing auxiliary aids and services (such as qualified interpreters, captioning, or accessible electronic formats) when necessary to provide an equal opportunity to participate in and benefit from the Corporation's programs and activities, consistent with Section 504 and ADA requirements for CoC, ESG, and other federally assisted programs.

### **10.2.5 Notice, Coordination, and Grievance Procedures.**

The Corporation shall designate one or more individuals responsible for coordinating compliance with applicable nondiscrimination and accessibility requirements, including those imposed by VA, HUD CoC/ESG, FEMA, SBA, and other federal funders. The Corporation shall make information available to clients, staff, and the public on how to request accommodations or file grievances relating to discrimination, accessibility, or denial of equal opportunity. Complaints shall be addressed in a timely, fair, and impartial manner, consistent with the Corporation's Ethics and Whistleblower Policy and any grievance procedures required by funding sources.

### **10.2.6 Ongoing Compliance and Review.**

The Board of Directors shall periodically review the Corporation's nondiscrimination and accessibility practices and may adopt or amend policies, procedures, and training requirements as necessary to maintain compliance with evolving legal requirements and funding conditions and to advance the Corporation's commitment to equity, inclusion, and equal opportunity. This review shall take into account updates to HUD's Section 504 regulations, FEMA nondiscrimination guidance, VA civil rights directives, and SBA nondiscrimination rules, as applicable to the Corporation's funding

In all of its programs, services, employment practices, volunteer engagement, governance activities, and contracting, the Corporation shall provide equal opportunity and shall not unlawfully discriminate on the basis of race, color, religion, sex (including pregnancy, sexual orientation, and gender identity), national origin, age, disability, veteran or military status, marital or familial status, genetic information, or any other status or characteristic protected under applicable federal, state, or local law. This commitment applies to clients, participants, applicants for services, employees, applicants for employment, volunteers, Board members, and contractors.



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

### **Section 11.1 Fiscal Year**

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

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

All funds of the Corporation shall be deposited in banks or depositories designated by the Board. Disbursements shall be made in accordance with the Corporation's financial management and internal control policies, applicable laws, and grant requirements. No disbursement shall be authorized and approved by the same individual; dual authorization shall be required for all disbursements above a threshold established by the Board.

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

The Board may authorize one or more officers or agents of the Corporation 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 and Gift Acceptance Policy**

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. The Board shall adopt a written gift acceptance policy that addresses acceptance of restricted gifts, non-cash gifts, and major gifts, consistent with the Corporation's charitable purposes and applicable law.

### **Section 11.5 Annual Budget**

The Board shall approve an annual operating budget before or at the beginning of each fiscal year. The CEO shall provide the Board with regular financial reports (at minimum quarterly) comparing actual revenues and expenditures to the approved budget.

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## **Section 11.6 Compliance with Funding Requirements**

The Corporation shall comply with the material terms and conditions of all grants and contracts, including those from the U.S. Department of Veterans Affairs (VA), the U.S. Department of Housing and Urban Development (HUD), including Continuum of Care (CoC) and Emergency Solutions Grants (ESG) programs, the Federal Emergency Management Agency (FEMA), the Small Business Administration (SBA), and other government and private funders. Compliance includes adherence to applicable program rules, civil rights and nondiscrimination obligations, financial management and procurement standards, data privacy and confidentiality requirements, and environmental review obligations, as applicable. The Board may adopt and maintain written policies and procedures necessary to implement such obligations, including but not limited to CoC/ESG written standards, HMIS and privacy policies, fiscal and procurement policies, personnel policies, document retention policies, and program eligibility and prioritization standards.

## **Section 11.7 Data Privacy, Confidentiality, and HMIS**

**The Corporation shall adopt and maintain written policies and procedures to protect the confidentiality, security, and appropriate use and sharing of client, participant, and personnel information, including compliance with any applicable Homeless Management Information System (HMIS) or comparable database requirements, data-sharing agreements, and privacy and security rules imposed by VA, HUD CoC/ESG and other HUD programs, FEMA, SBA, and other funders, as well as applicable federal and state privacy laws. Directors, officers, employees, and volunteers shall comply with the Corporation's data privacy, confidentiality, and HMIS policies and shall complete any required training related to data privacy and security. Suspected breaches of confidentiality, data privacy, or HMIS security shall be reported promptly through the mechanisms established in the Ethics and Whistleblower Policy, and the Corporation shall take appropriate steps to investigate, mitigate, and, where required, report any confirmed breach or incident.**

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## **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, provided the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation.

### **Section 12.2 Insurance**

The Corporation shall purchase and maintain directors and officers (D&O) liability insurance and general liability insurance on behalf of its Directors, officers, employees, and agents, against any liability asserted against or incurred by such persons in their capacities, whether or not the Corporation would have the power to indemnify such person under applicable law.



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## ARTICLE XIII — FOUNDER RECOGNITION, LEGACY, AND SUCCESSION

■ **COMPLIANCE NOTE:** This Article is carefully structured to honor and protect the Founder's mission and legacy while fully complying with IRS §501(c)(3) private benefit rules, IRS Form 990 governance standards, VA grant requirements, HUD CoC grant requirements, FEMA 2 CFR Part 200 standards, SBA requirements, and private foundation grant readiness standards. The protections in this Article are achieved through mission-locking, supermajority governance requirements, advisory roles, and succession planning procedures — not through voting control by named private individuals.

### Section 13.1 Founder Recognition

The Corporation acknowledges and honors Joseph Ryan as its founder and the organizing force behind Heaven-Sent Community Services and Veterans Assistance, Inc. Joseph Ryan shall be eligible to serve as a Director, officer, and/or employee of the Corporation — including in the role of Chief Executive Officer or Executive Director — consistent with these Bylaws, the Corporation's Conflict of Interest Policy, and applicable law. In all such roles, Joseph Ryan shall be subject to the same election, qualification, compensation oversight, conflict-of-interest, and removal procedures as all other Directors, officers, and employees. The Board shall honor the Founder's stated mission and vision to the fullest extent consistent with its fiduciary duties and applicable law.

■ **COMPLIANCE NOTE:** The term "Founding Director" has been removed. It is not a legally defined office under Florida Chapter 617 or the IRS Code, and its use in bylaws can create ambiguity about governance rights. This section preserves all meaningful protections without that term.



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## Section 13.2 Founder Emeritus Role

The Board may, by resolution, designate Joseph Ryan as Founder Emeritus of the Corporation. The Founder Emeritus designation is an honorary advisory role and carries no voting rights or governance authority. The Founder Emeritus:

- Shall be invited to attend all regular Board meetings and receive all Board meeting materials, including minutes and financial reports;
- Shall be consulted by the Board before any decision to materially change the Corporation's mission, dissolve the Corporation, or sell or transfer substantially all of the Corporation's assets;
- May address the Board and provide written recommendations on any matter of mission, vision, or strategy; and
- Shall be recognized in all official publications and public materials of the Corporation as its founder.

The Founder Emeritus role does not constitute employment or Board membership and does not trigger conflict-of-interest, compensation, or private benefit concerns under IRS regulations.

## Section 13.3 Board Composition — Family Members

The Board of Directors may include 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. At no time shall Family Directors, together with any other non-independent Directors, exceed one-third (1/3) of the total Directors then in office. A majority of the Board shall at all times be Independent Directors as defined in Section 6.3.

■ **COMPLIANCE NOTE: Family Directors are welcome and valuable — this section simply ensures the independent majority required by IRS Form 990 Part VI and expected by VA, HUD CoC, FEMA, and foundation funders is always maintained.**



## Section 13.4 Mission Protection — Supermajority Requirement

Any proposal to: (a) materially change the Corporation's charitable purposes as stated in Section 1.3; (b) merge, consolidate, or dissolve the Corporation; or (c) sell or transfer substantially all of the Corporation's assets, shall require: (i) the affirmative vote of at least two-thirds (2/3) of the Directors then in office; AND (ii) prior written notice to all Directors at least thirty (30) days before the vote; AND (iii) if a Founder Emeritus has been designated, consultation with the Founder Emeritus before the vote is held.

This supermajority and consultation requirement protects the mission without creating a private veto right in any named individual, which would violate the IRS private benefit prohibition.

■ **COMPLIANCE NOTE: This replaces the prior Family Director veto requirement, which created IRS private benefit risk. A supermajority vote achieves the same mission protection while remaining fully compliant with IRC §501(c)(3).**

## Section 13.5 Leadership Succession Planning

The Board shall adopt and periodically review a written Leadership Succession Plan that:

- Identifies the competencies, values, mission commitment, and experience required for the CEO/Executive Director and other key leadership roles;
- Describes processes for temporary and permanent transitions in key leadership positions;
- Identifies preferred internal candidates for consideration in leadership transitions, subject to standard hiring, evaluation, and conflict-of-interest safeguards;
- Is reviewed and updated by the Board at least every three (3) years or upon a significant leadership transition; and
- Is maintained as a confidential internal Board document and is not required to be filed with the IRS or provided to funders.

The Leadership Succession Plan is a separate Board policy document and is not part of these Bylaws. It may be adopted and amended by Board resolution without amending these Bylaws.

■ **COMPLIANCE NOTE: The Leadership Succession Plan — not the bylaws — is the appropriate document to name preferred internal candidates for leadership roles. This structure protects the organization's grant eligibility while giving the Board a private written record of the Founder's succession intentions.**



## 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 liabilities of the Corporation, dispose of all 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 the court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XV — AMENDMENTS

### Section 15.1 General Amendment Procedure

These Bylaws may be amended, altered, or repealed, and new bylaws adopted, by the affirmative vote of a majority of the Directors then in office, provided that written notice of the proposed amendment is given to all Directors at least seven (7) days before the vote. No amendment shall cause the Corporation to cease to qualify as an organization under Section 501(c)(3) of the Code or be inconsistent with applicable nonprofit corporation law or material requirements of federal or state funding agencies whose grants are then in force.

### Section 15.2 Mission Amendment — Supermajority Required

Notwithstanding Section 15.1, any amendment to Section 1.3 (Mission and Primary Purposes) of these Bylaws shall require: (i) the affirmative vote of at least three-fourths (3/4) of the Directors then in office; (ii) prior written notice of the proposed amendment to all Directors at least thirty (30) days before the vote; and (iii) if a Founder Emeritus has been designated, consultation with the Founder Emeritus before the vote is held.

■ **COMPLIANCE NOTE: This mission lock is the most powerful and legally defensible way to ensure the Corporation's Veterans service mission is protected for perpetuity — stronger than any individual veto right, and fully IRS-compliant.**

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## **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, procurement, records retention, nondiscrimination, personnel, and program operations, and reviews them regularly to keep the organization in compliance 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 VA, HUD and CoC programs, FEMA, SBA, and other funders, and to fully cooperating with all monitoring, reporting, and audit activities. In all of its work, the Corporation strives to operate with integrity, transparency, and accountability to the Veterans, seniors, individuals with disabilities, and families it exists to serve.



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## CERTIFICATE OF ADOPTION

The undersigned, being all of the Directors of Heaven-Sent Community Services and Veterans Assistance, Inc., hereby certify that the foregoing Amended and Restated Bylaws were duly adopted by the Board of Directors at a duly noticed meeting held on \_\_\_\_\_, 2026, at which a quorum was present and voting, by a vote of \_\_\_\_\_ in favor, \_\_\_\_\_ opposed, and \_\_\_\_\_ abstaining.

<p><b>Signature:</b> _____</p> <p><b>Printed Name:</b> _____</p> <p><b>Title: Board Chair</b></p> <p><b>Date:</b> _____</p>	<p><b>Signature:</b> _____</p> <p><b>Printed Name:</b> _____</p> <p><b>Title: Secretary</b></p> <p><b>Date:</b> _____</p>
<p><b>Signature:</b> _____</p> <p><b>Printed Name:</b> _____</p> <p><b>Title: Director</b></p> <p><b>Date:</b> _____</p>	<p><b>Signature:</b> _____</p> <p><b>Printed Name:</b> _____</p> <p><b>Title: Director</b></p> <p><b>Date:</b> _____</p>

**— END OF AMENDED AND RESTATED BYLAWS —**

HEAVEN SENT COMMUNITY SERVICE  
AND VETERANS ASSISTANCE



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

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

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<https://heaven-sent-veterans-outreach.org>

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.

---

### **CERTIFICATION**

These Bylaws of Heaven-Sent Community Services and Veterans Assistance, Inc. were adopted by the Board of Directors on the 8th day of January, 2026, and amended on , 2026, to update Article XIII regarding Founder and Family Leadership & Succession.

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Secretary

---

Board Chair



## **2. Conflict of Interest Policy and Disclosure Form (summary)**

### **Conflict of Interest Policy and Disclosure Form**

This section incorporates by reference the Board-adopted Conflict of Interest Policy and its Appendix A: Conflict of Interest Disclosure Statement. Directors, officers, and key employees are required to:

- Disclose actual or potential financial interests that might conflict with the interests of the Corporation.
- Recuse themselves from deliberations and votes where they have a conflict of interest, except to provide factual information at the request of disinterested Directors.
- Complete and update annual conflict-of-interest disclosure forms.

The policy defines “Interested Person” and “Financial Interest,” explains how conflicts are identified and managed, describes recusal procedures, and outlines consequences for failing to disclose conflicts. It also requires that minutes of Board and committee meetings document conflicts, recusals, alternatives considered, and final decisions.

Appendix A sets out a standard Conflict of Interest Disclosure Statement for Directors, officers, and key employees to complete each year and upon joining the organization. The signed policy and forms are the controlling legal documents and should be attached to this Manual.

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

Conflict of Interest Policy Acknowledgment and Annual Disclosure Form  
(Appendix A)

### **Purpose**

This form helps Heaven-Sent Community Services and Veterans Assistance, Inc. (the “Corporation”) carry out the Conflict of Interest Policy described in Section 7.1 of the bylaws. Each Director, officer, and key employee must complete this form upon joining the organization and update it at least annually, or whenever a new potential conflict arises.



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## For purposes of this form:

- An **“Interested Person”** is any Director, officer, or key employee who has a direct or indirect Financial Interest.
- A **“Financial Interest”** includes any compensation, ownership, or other benefit that a person (or a family member or affiliated organization) may receive from a transaction or arrangement involving the Corporation, including those related to its VA, HUD CoC/ESG, FEMA, SBA, or other grant-funded programs.

## Acknowledgment of Policy

Please read and initial each line, then sign at the end.

I have received and read the Corporation’s Conflict of Interest Policy (Bylaws Section 7.1).

I understand that I am an “Interested Person” for purposes of that policy if I, a family member, or an affiliated organization have a Financial Interest in a transaction or arrangement involving the Corporation.

I understand that I must promptly disclose any actual or potential conflict of interest to the Board (or the designated committee) before the Corporation takes action on the matter.

I understand that, when I have a conflict of interest, I must recuse myself from deliberation and voting on the matter, except to provide factual information at the request of disinterested Directors.

I understand that the Corporation will document in the minutes any disclosed conflicts, recusals, alternatives considered, and final decisions.

I understand that failure to disclose a conflict of interest, or failure to submit this form when required, may result in corrective or disciplinary action, including possible removal from the Board or my position.



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## Positions and Relationships

### 1. Current roles with the Corporation

(check all that apply)  Director

Officer (title: )

Key employee (position: )

Other (describe: )

**Other nonprofit or for-profit boards / positions** List any other organizations where you currently serve as a director, officer, or key employee (attach additional pages if needed):

- Organization:  
Role: \_\_
- Organization:  
Role: \_\_
- Organization:  
Role: \_\_



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## Financial Interests and Transactions

Please answer each question for **you, your spouse/partner, and any dependent children**, and for any business or organization in which you or they have a significant role (e.g., owner, officer, director, or key employee).

Check one box for each, and explain any "Yes" answers in Part 4.

- 1. Transactions with the Corporation** a) In the past 12 months, have you or a family member had a direct or indirect financial relationship with the Corporation (other than reimbursement of ordinary expenses or approved compensation)?  
 Yes  No b) Do you or a family member expect to enter into any contract, lease, grant, or other financial arrangement with the Corporation in the next 12 months?  
 Yes  No
- 2. Financial interests in vendors or partners** Do you or a family member have a direct or indirect financial interest (as owner, investor, officer, director, or key employee) in any business or organization that: a) Currently does business with the Corporation (e.g., landlord, vendor, consultant, contractor)?  
 Yes  No b) Is actively seeking to do business with the Corporation (e.g., has submitted a proposal or is likely to)?  
 Yes  No
- 3. Financial interests involving funded programs** Do you or a family member have a financial interest in any entity that: a) Receives, or is seeking to receive, funds through the Corporation's VA, HUD CoC/ESG, FEMA, SBA, or other federal or state grants or contracts?  
 Yes  No b) Owns, manages, or leases property that is used or may be used in the Corporation's VA, HUD CoC/ESG, FEMA, SBA, or other grant-funded programs?  
 Yes  No
- 4. Other potential conflicts** Are there any other relationships, positions, or circumstances not covered above that might reasonably be perceived as a potential conflict of interest with your duties to the Corporation?  
 Yes  No



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## Explanations of “Yes” Answers

For any question above marked “Yes,” please describe the situation below.  
Include:

- The name of the individual involved.
- The organization or business.
- The nature of the financial interest or relationship.
- Your role (if any) in decisions affecting that interest.

If you need more space, attach additional pages and check this box:   
Additional page(s) attached.

1.

2.

3.

## Annual Certification and Signature

By signing below, I certify that:

- The information provided on this form is true, complete, and accurate to the best of my knowledge as of the date signed.
- I have disclosed all actual and potential conflicts of interest of which I am aware.
- I agree to promptly update this form and notify the Board Chair or designated committee if any new actual or potential conflict of interest arises during the year.
- I understand and agree to comply with the Corporation’s Conflict of Interest Policy.

Name (print):

Signature:

Date:

Role (Director/Officer/Key Employee/Other):

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

### **Code of Conduct for Board Members and Volunteers**

Code of Conduct for Board Members and Volunteers

#### **1. Purpose and Scope**

This Code of Conduct implements Section 7.2 of the bylaws and sets expectations for how Board members, officers, and volunteers will act so that everything Heaven-Sent Community Services and Veterans Assistance, Inc. (the “Corporation”) does reflects integrity, accountability, and its Christian values.

This Code applies to:

- All members of the Board of Directors.
- All officers.
- All volunteers in any capacity (program, events, administrative, outreach, etc.).

This Code works together with the Corporation’s Conflict of Interest Policy, Ethics and Whistleblower Policy, Harassment Policy, and Nondiscrimination, Equal Opportunity, and Accessibility policies.



## **2. Integrity, Honesty, and Lawful Conduct**

- Act honestly and in good faith in all duties performed on behalf of the Corporation.
- Follow all applicable laws, regulations, contracts, grants, and the Corporation's bylaws and policies.
- Avoid any conduct that could reasonably harm the Corporation's reputation, clients, funders, or the people it serves.
- Never falsify records, misrepresent facts, or misuse the Corporation's name for personal, political, or financial gain.

## **3. Respect, Dignity, and Non-Discrimination**

- Treat clients, family members, donors, staff, volunteers, partners, and community members with respect and dignity at all times.
- Do not engage in harassment, bullying, or discrimination based on race, color, religion, sex (including pregnancy, sexual orientation, and gender identity), national origin, age, disability, veteran or military status, or any other status protected by law or by the Corporation's Nondiscrimination, Equal Opportunity, and Accessibility commitments (Article 10 of the bylaws).
- Use language and behavior that are professional, considerate, and consistent with the Corporation's mission and values.

## **4. Confidentiality and Protection of Information**

- Protect the confidentiality of client, participant, donor, staff, and volunteer information and use it only for legitimate organizational purposes.
- Follow all privacy, data security, and HMIS/confidentiality policies adopted by the Corporation, including those required by VA, HUD CoC/ESG, FEMA, SBA, and other funders.



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- Do not discuss confidential information in public or with people who are not authorized to receive it.
- Continue to respect confidentiality even after your Board or volunteer service ends.

## **5. Conflicts of Interest and Personal Gain**

- Put the Corporation's mission and the best interests of its clients and communities first when making decisions or recommendations.
- Avoid using your position with the Corporation to secure personal benefit, favors, or special treatment for yourself, your family, or any business or organization with which you are affiliated.
- Do not accept gifts, payments, or other benefits from vendors, partners, or clients that could reasonably influence, or appear to influence, your judgment.
- Follow the Corporation's Conflict of Interest Policy, disclose actual or potential conflicts promptly, and recuse yourself from discussions and votes when required.

## **6. Professional Conduct and Use of Resources**

- Show up prepared and on time for Board meetings, committee meetings, and volunteer assignments, and follow reasonable directions from staff and Board leadership.
- Respect lines of authority and communicate concerns through appropriate channels.
- Use the Corporation's assets, equipment, funds, property, and vehicles only for authorized organizational purposes and not for personal use, except as explicitly permitted by policy.
- Safeguard keys, access cards, passwords, and other tools that allow access to facilities or systems.

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## 7. Safety, Boundaries, and Substance Use

- Follow all safety procedures, housing rules, and program protocols designed to protect clients, staff, volunteers, and the public.
- Maintain healthy, professional boundaries with clients and participants; do not engage in romantic, sexual, or exploitative relationships with clients or participants.
- Do not report to Board or volunteer duties under the influence of alcohol, illegal drugs, or misuse of prescription medications.
- Do not bring unauthorized weapons or dangerous items to any Corporation facility, program site, event, or meeting.

## 8. Technology and Social Media

- Use the Corporation's technology and communication systems (computers, email, phones, HMIS, etc.) only for appropriate and authorized purposes.
- Do not share confidential or identifying client, staff, or donor information on social media, in public forums, or via unsecured channels.
- Do not speak on behalf of the Corporation in media or social media unless you are expressly authorized to do so.
- When you identify yourself as associated with the Corporation online, conduct yourself in a way that is respectful and consistent with the Corporation's values and policies.



## 9. Reporting Concerns and Anti-Retaliation

- Promptly report suspected violations of this Code, the Corporation's policies, or applicable law, including suspected financial impropriety, misuse of assets, harassment, discrimination, safety violations, or breaches of confidentiality.
- Use the reporting channels described in the Ethics and Whistleblower Policy (Bylaws Section 7.3), including designated hotlines, email addresses, or designated Board contacts, especially for concerns involving the CEO or senior staff.
- Understand that good-faith reports and participation in investigations are protected activities. Retaliation against anyone who reports a concern or participates in an investigation is strictly prohibited and may result in removal from the Board or termination of volunteer service.

## 10. Consequences for Violations

- Violations of this Code may result in corrective or disciplinary action, up to and including removal from the Board, termination of volunteer service, or other actions deemed appropriate by the Board or authorized officers, in accordance with the bylaws, applicable policies, and applicable law.
- Depending on the nature of the violation, the Corporation may also be required to report issues to funders, regulators, or law enforcement.



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## 11. Acknowledgment and Signature

All Board members and volunteers are required to sign this acknowledgment as a condition of service with the Corporation.

I acknowledge that I have received and read the Code of Conduct for Board Members and Volunteers of Heaven-Sent Community Services and Veterans Assistance, Inc. I understand the expectations described in this Code and in related policies, including the Conflict of Interest Policy, Ethics and Whistleblower Policy, Harassment Policy, and Nondiscrimination, Equal Opportunity, and Accessibility policies. I agree to comply with this Code and to ask questions if I am unsure how it applies in a given situation.

Name (print): \_\_

Role (Board Member / Officer / Volunteer – circle one or specify):

Signature:

Date:

Approved by Board on (date): \_\_

## 4. Harassment Policy



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

### **Harassment and Anti-Discrimination Policy**

#### **1. Purpose**

Heaven-Sent Community Services and Veterans Assistance, Inc. (the “Corporation”) is committed to maintaining a work and service environment that is free from unlawful harassment, discrimination, and retaliation, and that reflects the mission to honor God and respect every person. This Policy implements the Corporation’s commitments in Article 10 of the bylaws (Nondiscrimination, Equal Opportunity, and Accessibility) and works together with the Ethics and Whistleblower Policy and Code of Conduct.

#### **2. Scope**

This Policy applies to all:

- Employees (full-time, part-time, temporary, and seasonal).
- Volunteers in any capacity.
- Board members and officers.
- Contractors, vendors, consultants, and service providers while working with or on behalf of the Corporation.
- Clients, program participants, and visitors while on the Corporation’s property or participating in its programs.

This Policy applies in any setting connected to the Corporation, including:

- Corporation facilities, housing units, and offices.
- Off-site events, meetings, trainings, and outreach activities.



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- Online meetings and electronic communications (email, text, messaging apps, social media, etc.).
- All programs funded in whole or in part by VA, HUD CoC/ESG, FEMA, SBA, or other federal or private funders.

### **3. Prohibited Harassment and Discrimination**

The Corporation prohibits harassment and discrimination based on any characteristic protected by applicable law, including but not limited to:

- Race, color, or national origin.
- Religion or creed.
- Sex (including pregnancy, sexual orientation, and gender identity).
- Age.
- Disability or medical condition.
- Veteran or military status.
- Marital or familial status.
- Any other status protected by federal, state, or local law.

#### **3.1 Harassment Defined**

Harassment is unwelcome verbal, visual, physical, or electronic conduct based on a protected characteristic that:

- Is made a condition of employment, volunteer service, or participation in services; or
- Is severe or pervasive enough to create an intimidating, hostile, or offensive environment for a reasonable person in the same situation.

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## **3.2 Examples of Prohibited Harassment**

### **Examples (not exhaustive) include:**

- Slurs, epithets, or derogatory comments about a protected characteristic.
- Jokes, insults, or mocking based on race, religion, sex, disability, or other protected status.
- Displaying or circulating offensive images, symbols, cartoons, or messages.
- Unwanted physical contact or blocking someone's movement.
- Sexual harassment, including unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature.
- Pervasive bullying, threats, or intimidation targeting a protected characteristic.



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## 4. Reporting Concerns

Anyone who experiences or witnesses harassment, discrimination, or retaliation is strongly encouraged to report it promptly.

Reports may be made to:

- A supervisor or program lead.
- The Executive Director/CEO.
- The Board Chair or another designated Board officer.
- Any reporting channel identified in the Ethics and Whistleblower Policy (for example, a designated email, hotline, or independent contact for concerns involving the CEO).

Reports may be made verbally or in writing. The Corporation encourages prompt reporting so that it can take appropriate action as early as possible.

To the extent practicable and consistent with the need to conduct a fair and thorough investigation, the Corporation will protect the confidentiality of individuals who report concerns and of those involved.



## 5. Investigation and Response

- All reports of harassment, discrimination, or retaliation will be taken seriously and reviewed promptly.
- The Corporation will conduct a fair and impartial investigation, which may include interviews, document review, and consultation with legal or other professional advisors when appropriate.
- When a violation of this Policy is substantiated, the Corporation will take appropriate corrective and/or disciplinary action, which may include:
  - Coaching or training.
  - Written warning.
  - Suspension or reassignment.
  - Termination of employment or volunteer service.
  - Removal from the Board.
  - Limiting or terminating a contractor's relationship or a client's access to facilities or services, where necessary to protect others and consistent with legal obligations.

The Corporation may also take steps to support affected individuals and to prevent recurrence, such as additional training, supervision, or policy changes.



## 6. Anti-Retaliation

The Corporation strictly prohibits retaliation against any individual who, in good faith:

- Makes a report under this Policy.
- Requests a reasonable accommodation.
- Participates in an investigation or hearing.
- Opposes conduct they reasonably believe is unlawful harassment or discrimination.

Retaliation includes any adverse action that would discourage a reasonable person from reporting or participating, such as demotion, termination, reduction in hours, reassignment to less desirable duties, threats, or harassment.

Individuals who engage in retaliation may be subject to disciplinary action, up to and including termination of employment or volunteer service or removal from the Board.



## 7. Responsibilities

- Board and Executive Leadership: Ensure that this Policy is implemented, reviewed periodically, and supported with appropriate training and resources.
- Supervisors and Program Leads: Model appropriate behavior, respond promptly to concerns, and report issues through appropriate channels.
- All Covered Individuals: Comply with this Policy, cooperate in investigations, and report concerns or incidents they witness or experience.

## 8. Policy Review and Distribution

This Policy shall be:

- Reviewed periodically by the Board and updated as needed to reflect changes in law and funder requirements.
- Provided to all employees, Board members, and volunteers at the start of their service and upon material revisions.
- Included in employee handbooks, volunteer materials, and Board orientation packets, and may be posted on internal or external websites as appropriate.

## 9. Acknowledgment

The Corporation may require employees, Board members, and volunteers to sign an acknowledgment confirming they have received, read, and agree to comply with this Policy. Signed acknowledgments should be kept in the appropriate personnel or Board files.

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

### **Board Member Agreement / Statement of Understanding**

As a member of the Board of Directors of Heaven-Sent Community Services and Veterans Assistance, Inc. (the “Corporation”), I understand that I have legal, ethical, and moral responsibilities to support the mission, safeguard the assets, and advance the long-term sustainability of the Corporation. In accepting this role, I make the following commitments.

#### **My commitments as a Board member**

##### **1. Mission and Representation**

I agree that, to the best of my ability, I will:

- Support and promote the mission, vision, programs, and values of the Corporation in my words, actions, and decisions.
- Represent the Corporation positively in the community and help build trust with Veterans, families, partners, funders, and the public.



## 2. Fiduciary Duties and Conflicts

- Act in good faith with the duties of care, loyalty, and obedience required of nonprofit directors.
- Comply with the Corporation's Conflict of Interest Policy and promptly disclose any actual or potential conflicts of interest, including those involving VA, HUD CoC/ESG, FEMA, SBA, or other grant-funded activities.
- Recuse myself from discussions and votes where I have a conflict of interest, as required by the Conflict of Interest Policy and bylaws Section 7.1.
- Complete the Conflict of Interest Acknowledgment and Annual Disclosure Form upon joining the Board and at least annually thereafter, and update it when circumstances **change**.

## 3. Meetings and Participation

- Attend and actively participate in regular Board meetings, special meetings, and committee meetings to which I am assigned, aiming to meet or exceed the participation standard set by the Board each year.
- Review materials in advance, come prepared for discussion, and participate in decision-making with respect, professionalism, and openness to diverse viewpoints.

## 4. Committees and Governance

- Serve on at least one committee or task force as needed and contribute my time, skills, and experience to the Corporation's governance, planning, and oversight.
- Participate in periodic Board self-assessments, strategic planning, and policy review, including annual review of key policies such as the Conflict of Interest Policy, Code of Conduct, and Ethics and Whistleblower Policy.



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- Provide oversight of the Corporation's major grants and contracts, including VA, HUD CoC/ESG, FEMA, SBA, and other key funders, consistent with the bylaws and Board policies.

## **5. Fundraising and Personal Giving**

- Make Heaven-Sent Community Services and Veterans Assistance, Inc. one of my top charitable priorities and make an annual personal financial contribution that is meaningful for me, consistent with any minimum giving expectations the Board adopts.
- Support fundraising efforts by making introductions, attending events, thanking donors, and otherwise assisting with development activities as I am able.

## **6. Confidentiality and Conduct**

- Maintain the confidentiality of information obtained through Board service, including personnel, client, donor, financial, and other sensitive organizational information, except where disclosure is authorized or legally required.
- Uphold high standards of integrity, respect, and professionalism in all interactions, recognizing that I represent the Corporation in the community.
- Comply with the Corporation's Code of Conduct for Board Members and Volunteers, Harassment and Anti-Discrimination Policy, and Nondiscrimination, Equal Opportunity, and Accessibility commitments.

## **7. Compliance and Oversight**

- Become familiar with and abide by the Corporation's bylaws, policies, and procedures, including those related to conflicts of interest, compensation, records retention, data privacy and HMIS, and grant compliance.



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- Exercise independent judgment, ask questions when needed, and vote in what I believe to be the best interests of the Corporation as a whole.
- Support appropriate use of internal controls and financial management practices, and review financial and program reports provided to the Board.

## 8. Service Capacity

- Inform the Board Chair if circumstances arise that materially limit my ability to fulfill these commitments.
- If I am no longer able to serve actively and responsibly, discuss with the Board Chair whether resignation is appropriate in the best interests of the Corporation.

## The Corporation's commitments to me

In return for my service, the Corporation agrees that it will:

- Provide me with a clear description of Board roles, responsibilities, and expectations, as well as copies of the bylaws and key policies, including the Conflict of Interest Policy, Code of Conduct, Ethics and Whistleblower Policy, Harassment Policy, and Nondiscrimination, Equal Opportunity, and Accessibility policies.
- Provide orientation, training, and access to information necessary for me to carry out my duties effectively, including timely financial **and** programmatic reports and summaries of major grant and compliance obligations (e.g., VA, HUD CoC/ESG, FEMA, SBA).
- Maintain appropriate Directors and Officers (D&O) liability insurance coverage and general liability coverage, to the extent feasible, to help protect Board members acting in good faith within the scope of their duties.



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- Maintain accurate Board minutes and records of proceedings, including records related to disclosed conflicts of interest and recusals, as required by the bylaws and policies.
- Respect my time, expertise, and perspectives, and express appreciation for my volunteer service.

## **Acknowledgment and Signature**

### **I acknowledge that:**

- I have received, read, and understood this Board Member Agreement / Statement of Understanding and the Corporation's key governance and compliance policies, including the Bylaws, Conflict of Interest Policy, Code of Conduct for Board Members and Volunteers, Ethics and Whistleblower Policy, Harassment and Anti-Discrimination Policy, and Nondiscrimination, Equal Opportunity, and Accessibility policies.
- I agree to comply with these policies and will seek clarification when I am unsure how they apply.
- This Agreement is an internal statement of understanding and does not create an employment relationship or a right to compensation.

**Board Member Name (print):** \_\_\_\_\_

**Signature:**

**Date:**

**Term of Service (from/to):** \_\_

**Board Chair or Secretary Acknowledgment (signature):**

**Date:**



## **6 Board Governance Policies**

### **6.1 Founder and Mission Protection Policy**

#### **Purpose**

This Policy recognizes the unique role of the Founder in establishing the mission and programs of Heaven-Sent Community Services and Veterans Assistance, Inc. (the “Corporation”), and describes how the Board will protect mission continuity and Founder participation while maintaining full compliance with law, IRS public charity requirements, and funder expectations (including VA, HUD CoC/ESG, FEMA, SBA, and other agencies).

#### **Recognition of Founder**

The Corporation recognizes the Founder as the founding leader and primary organizing force behind the Corporation. The Board affirms its commitment to maintain the Corporation’s focus on serving Veterans, seniors, individuals with disabilities, and their families through housing, peer-to-peer support, case management, disaster response, and related services, as described in the mission statement and bylaws.

#### **Board Service and Continuity**

So long as the Founder is willing and able to serve and meets director qualifications, it is the policy of the Board that the Founder will be nominated for election or re-election to the Board at the end of each term. This expresses a strong presumption in favor of continuity of Founder service but does not create an employment contract or a vested right to any position.



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## **Removal Standard for the Founder**

Any proposal to remove the Founder from the Board shall be based on cause (substantial, documented violations of law, bylaws, or fiduciary duties) and shall require the affirmative vote of at least two-thirds (2/3) of all Directors then in office, excluding the Founder, after written notice and an opportunity to be heard.

## **Mission-Level Decisions**

For proposals that would materially change the Corporation's charitable purposes, merge, consolidate, or dissolve the Corporation, or sell or transfer substantially all assets, the Board will require at least a two-thirds (2/3) vote of all Directors then in office and will actively seek and give substantial weight to the Founder's views (or, if the Founder is not serving, the views of at least one family Director).

## **Fiduciary Duties and Compliance**

Nothing in this Policy relieves any Director, including the Founder, from the duty to act in good faith and in the best interests of the Corporation as a whole, or from complying with the Conflict of Interest Policy, Code of Conduct, Ethics and Whistleblower Policy, and all applicable laws, regulations, and funder requirements. All decisions regarding Founder service, mission-level changes, and succession shall be made in a manner consistent with IRS public charity rules, VA, HUD CoC/ESG, FEMA, SBA, and other grant and contract conditions, and the Corporation's bylaws.



## 6.2 Board Terms and Term Limits Policy

### 6.2 Board Terms and Term Limits Policy

#### Purpose

This Policy establishes standard term lengths and term limits for members of the Board of Directors to promote continuity, fresh perspectives, and strong governance, while recognizing the unique role of the Founder and family Directors. It is intended to support compliance with IRS public charity expectations and good governance practices expected by key funders.

#### Standard Board Terms

Each Director shall serve a term of three (3) years. Directors may serve up to three (3) consecutive full terms (a maximum of nine (9) consecutive years), unless otherwise provided in the bylaws.

#### Cooling-Off Period and Return to Service

After serving three consecutive full terms, a Director shall rotate off the Board for at least one full year before being eligible for re-election. After the cooling-off period, the individual may be considered again for Board service under the same term and limit structure.

#### Founder and Family Directors

The Founder and any family Directors identified in the bylaws are generally expected to be nominated for re-election at the end of each three-year term so long as they are willing and able to serve and meet the qualifications of a Director. The three-term guideline may be applied with flexibility to the Founder and family Directors, provided that the Board maintains a majority of independent, non-employee Directors as required by the bylaws, Conflict of Interest Policy, and applicable funder expectations.

#### Exceptions in the Best Interests of the Corporation

In rare circumstances, the Board may, by a two-thirds (2/3) vote of all Directors then in office, waive or extend term limits for a specific Director if the Board determines that such action is in the best interests of the Corporation (for example, to preserve essential expertise during a major grant expansion, leadership transition, or major compliance initiative). Any such exception shall be documented in the Board minutes, including the reasons why the exception supports the mission, governance stability, and compliance responsibilities.

#### Fiduciary Duties and Compliance

All Directors, including the Founder and family Directors, remain subject to the duty of care, duty of loyalty, and duty of obedience to the mission, as well as to the Corporation's Conflict of Interest Policy, Code of Conduct, Ethics and Whistleblower Policy, and applicable laws and funder requirements. Nothing in this Policy relieves any Director from these duties or creates a contractual right to Board service.



## 6.3 Authorized Signatories and Chapter Signing Policy

### 6.3 Authorized Signatories and Chapter Signing Policy

#### Purpose

This Policy defines who may sign legal and financial documents on behalf of Heaven-Sent Community Services and Veterans Assistance, Inc. (the “Corporation”) and clarifies that chapters and houses operate under corporate authority, to protect the Corporation’s assets and ensure compliance with internal controls and requirements of VA, HUD CoC/ESG and other HUD programs, FEMA, SBA, and other funders.

#### Default Authorized Signers

Unless otherwise authorized by a specific Board resolution, only the following officers may sign instruments that legally bind the Corporation (including contracts, leases, memoranda of understanding, grant agreements, bank documents, and checks above any Board-set threshold):

- The President/Chair of the Board (who may also serve as Chief Executive Officer or Executive Director); and
- One additional officer designated by the Board (for example, the Treasurer or Secretary) in a current Board resolution on signing authority.

All signers must act within the scope of their authority and in accordance with the Corporation’s bylaws, financial management and internal control policies, and applicable grant and contract requirements.

#### Board-Approved Delegations for Grants and Programs

The Board may, by written resolution, authorize additional individuals (such as program or housing directors) to sign documents for specific grants or programs (for example, HUD CoC grant drawdowns, VA grant submissions, or FEMA GO requests). Each resolution shall:

- Identify the person(s) authorized to sign.
- Identify the grant, contract, or program.
- Define the scope of authority and limits (e.g., types of documents, dollar thresholds).
- State the effective period of the delegation.

Delegated authority ends when the grant or program ends, the individual’s role ends, or the Board revokes or changes the resolution, whichever occurs first.

#### Chapters, Houses, and Local Units

Chapters, houses, branches, and other local units are operating arms of the Corporation and may not:

- Sign contracts, leases, or grant agreements in their own name.



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- Open or manage bank accounts outside of corporate policy.
- Bind the Corporation in any way, unless they have explicit written authorization via Board resolution.

All such agreements must be executed in the name of “Heaven-Sent Community Services and Veterans Assistance, Inc.” by an authorized signer under this Policy and any applicable Board resolution.

### **Consistency with Funders and Law**

Where VA, HUD, FEMA, SBA, or another funder requires that a particular role or title sign certain documents, the Board will ensure that a person with that title is an authorized signer under this Policy and any applicable resolution. This Policy is intended to strengthen internal controls and protect public funds, not to conflict with lawful and reasonable funder requirements or the Corporation’s obligations under applicable law and grant or contract conditions.

## **6.4 Chapter Governance and Compliance Policy**

### **Purpose**

This Policy ensures that all chapters, houses, and local units operate consistently with the Corporation’s mission, bylaws, policies, and funding obligations, especially in the areas of housing, peer-to-peer support, and disaster response. It is intended to protect clients, public funds, and the Corporation’s tax-exempt status.

### **Status of Chapters and Houses**

Chapters and houses are operating units of the Corporation, not separate corporations or independent legal entities. All assets, staff, volunteers, housing units, peer-to-peer teams, bank accounts, and program activities at chapters and houses are legally assets and activities of the Corporation and are subject to oversight by the Board and CEO.

### **No Authority to Change Mission or Governance**

Chapters and houses may not:

- Adopt local rules that alter the Corporation’s mission, charitable purposes, client populations, faith basis, or core program types



(housing, peer support, disaster services) as defined in the bylaws and Board-approved policies.

- Amend the bylaws or adopt policies that conflict with the Corporation's bylaws, Board-approved policies, or funder requirements.
- Refuse to follow corporate policies related to VA, HUD CoC/ESG and other HUD programs, FEMA, SBA, or other grant and contract requirements.

All local practices must be consistent with corporate policies and with the Corporation's obligations under applicable law and funding agreements.

#### Compliance with Federal and State Requirements

Chapters and houses must follow all corporate-level policies and funder rules regarding, as applicable:

- VA homeless and support programs.
- HUD/CoC/ESG housing, written standards, inspections, data systems (including HMIS or comparable databases), and fair housing/civil rights requirements.
- FEMA and state emergency management regulations and guidance.
- SBA and other federal or state grants used in their programs.
- State and local licensing, occupancy, health, and safety requirements.

The Board and CEO will monitor chapter and house compliance and may direct corrective actions as needed, including training, increased supervision, policy changes, and financial or operational controls.

#### Suspension or Revocation of Chapter Operations

If a chapter or house:

- Violates law,
- Violates corporate policies or funder rules,
- Misuses funds or assets, or



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- Materially harms clients, the Corporation's reputation, or its tax-exempt status,

the Board (or the CEO under Board-delegated authority) may suspend or limit operations, revoke local leadership roles, and take control of all assets, records, and branding at that location, consistent with the bylaws and applicable law. The Corporation may also notify funders or regulators where required.

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

### Board Member Orientation & Packet Checklist

Board Member Name: \_\_

Date Joined Board: \_\_

Completed by (staff/Board officer): Date: \_\_

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### **A. Governing Documents – Provided**

- 1. Bylaws (current, adopted version)
- 2. Articles of Incorporation (or summary with access info)
- 3. IRS Determination Letter (501(c)(3) recognition)
- 4. Most recent Form 990 (or summary with access info)
- 5. Current Strategic Plan or Mission/Program Overview sheet

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### **B. Core Governance and Compliance Policies – Provided**

- 6. Conflict of Interest Policy (Bylaws Section 7.1)
- 7. Code of Conduct for Board Members and Volunteers (Bylaws Section 7.2)
- 8. Ethics and Whistleblower Policy (Bylaws Section 7.3)



- 9. Harassment and Anti-Discrimination Policy
- 10. Nondiscrimination, Equal Opportunity, and Accessibility Policy (Article 10)
- 11. Data Privacy, Confidentiality, and HMIS Policy (referencing Bylaws 11.7)
- 12. Indemnification and Insurance Article (summary of Article 12)  
(Optional but helpful)
- 13. Founder and Mission Protection Policy (6.1)
- 14. Board Terms and Term Limits Policy (6.2)
- 15. Authorized Signatories and Chapter Signing Policy (6.3)
- 16. Chapter Governance and Compliance Policy (6.4)

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### **C. Board Role & Operations – Provided**

- 17. Board Member Agreement / Statement of Understanding
- 18. Board roster with roles, terms, and contact information
- 19. Board and committee meeting schedule (current year)
- 20. List of standing committees and current assignments
- 21. Overview of Board expectations (attendance, giving, fundraising, committees)

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### **D. Financial and Program Information – Provided**

- 22. Current year operating budget
  - 23. Most recent financial statements (YTD or last quarter)
  - 24. Summary of major grants and contracts (VA, HUD CoC/ESG, FEMA, SBA, etc.)
  - 25. Organizational chart (staff roles, including CEO/ED and key program leads)
  - 26. Summary of main programs (housing, peer support, disaster response, etc.)
-



## E. Forms to be Signed and Returned

- 27. Conflict of Interest Policy Acknowledgment and Annual Disclosure Form (Appendix A) – **SIGNED**
  - 28. Board Member Agreement / Statement of Understanding – **SIGNED**
  - 29. Code of Conduct for Board Members and Volunteers Acknowledgment – **SIGNED**
  - 30. Harassment and Anti-Discrimination Policy Acknowledgment – **SIGNED**
  - 31. Nondiscrimination and Accessibility Policy Acknowledgment (or included in above) – **SIGNED**
  - 32. Any required background check or other onboarding forms – **COMPLETED**
- 

## F. Orientation Completed

- 33. Orientation meeting held with:
  - Board Chair
  - CEO/Executive Director
  - Other (specify):
- 34. Orientation covered:
  - Mission and programs
  - Board roles and fiduciary duties
  - Conflict of interest and disclosure process
  - Whistleblower and reporting channels
  - Harassment and nondiscrimination expectations
  - Overview of major grants and compliance obligations (VA, HUD CoC/ESG, FEMA, SBA)
  - How to access Board materials (email, portal, drive, etc.)

Notes from orientation (optional):