

# ***BYLAWS***

OF

## ***Broken Wings Ministry, Inc.***

### **ARTICLE I – NAME**

This corporation shall be known as BROKEN WINGS MINISTRY, INC., a Florida not-for-profit corporation. In these By-Laws, the corporation shall be referred to as BROKEN WINGS.

### **ARTICLE II – PURPOSES**

BROKEN WINGS is a Christian affiliated center for counseling and psychological services limited to engaging in religious and charitable activities within the meaning of Section 501 (c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (the "Code"), together with all other activities permitted by Florida Statutes Section 617.01011 et seq. (1997) as amended, of the Florida Not For Profit Corporation Act which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its Directors, contractors and employees where necessary to carry out the exempt purposes of BROKEN WINGS. Provided, however, that: (a) no part of the net earnings of BROKEN WINGS shall inure to the benefit of any Directors of BROKEN WINGS or other individuals; (b) no substantial part of BROKEN WINGS's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; (c) BROKEN WINGS shall not participate or intervene in any political campaign on behalf of any candidate for public office; (d) the income of BROKEN WINGS for each taxable year must be distributed at such time and in such manner so as not to subject BROKEN WINGS to the tax imposed by Section 4942 of the Code (relating to excise taxes on private foundations); and BROKEN WINGS shall not engage in any act of self-dealing (as defined in Section 4941 (d) of the Code), retain any excess business holdings (as defined in Section 4943 (c) of the Code), make any investment in such a manner so as to subject BROKEN WINGS to taxation under Section 4944 of the Code, or make a taxable expenditure (as defined in Section 4945 (d) of the Code). It is the specific intention of BROKEN WINGS that the purposes and activities of BROKEN WINGS be as broad as permitted by Section 617.01011 et seq. of the Florida Not For Profit Corporation Act, but only to the extent that BROKEN WINGS qualifies as a tax exempt organization within the meaning of Section 501 (c) (3) and Section 170 of the Code.

### **ARTICLE III – MEMBERSHIP**

Section 1. Number. The Membership of the BROKEN WINGS shall consist of the Founders, Tammy Carvalho and Norman Carvalho and such other persons as the Members admit to Membership. In addition to the rights of the Members elsewhere in these Bylaws, the Founders shall have the right to remove, with or without cause, any one or more or all of the Board of Directors or officers of BROKEN WINGS. The Members will appoint the CEO of Broken Wings by a majority vote.

Section 2. Requirements for Membership. The Members may establish any additional criteria for Membership. No person shall become a Member unless approved by a majority of the Members. Such approval may be denied for any reason deemed sufficient by the Members even though the applicant may meet the stated criteria for Membership.

Section 3. Regular Meetings. Meetings shall be held as determined by the Members.

Section 4. Special Meetings. Special meetings of the entire Membership may be called by the President or the Board or at the written request of at least 50% of the Membership. At least five days written notice stating the time, place and purpose of any special meeting shall be given to the Members entitled to participate.

Section 4. Quorum. A majority of all Members shall constitute a quorum for the transaction of business at the meeting.

Section 5. Voting. Each Member shall be entitled to one vote, in person, by ballot, by mail or by proxy in accord with Section 6. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the articles or bylaws, may be by voice vote, show of hands, or by ballot, as determined by the Members present, or by mail or electronic mail if determined by the Members and a means of voting is sent with notice of the question to be voted upon. At any time that there shall be a sole Member of the Corporation, the sole Member shall act by written statement of the action, which shall be filed with the Secretary. The acts of a majority of Members voting shall be deemed to be the acts of the Members.

Section 6. Voting by Proxy. Any absent Member eligible to vote at any meeting of the Members may be represented as present and may vote at such meeting by a proxy authorized in writing by the Member or by his or her duly authorized attorney in fact. Such written authorization must specify the matter with respect to which the proxy is granted, and the person entitled to vote, must be signed and dated by the Member granting the proxy, and must be filed with the Secretary of the Corporation. A proxy shall be revocable at will, but the revocation shall not be effective until notice of the revocation has been given to the Secretary of the Corporation. A proxy shall not be revoked by the death or incapacity of the maker unless, before the vote is counted or the authority is exercised, written notice of such death or incapacity is given to the Secretary of the Corporation.

Section 7. Unanimous Consent of Members in Lieu of a Meeting. Any action which may be taken at a meeting of Members may be taken without a meeting if a consent or consents in writing setting forth the action to be taken shall be signed by all of the Members and shall be filed with the Secretary of the Corporation.

Section 8. Expulsion from Membership. Any Member may be expelled from Membership, except a Founder who may not be expelled, with or without the assignment of any cause, upon a majority vote of all Members present at a duly convened meeting of the Members, provided that written notice of the intention to expel and reasons therefor have been provided in the notice of the meeting. No Member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

#### **ARTICLE IV – BOARD OF DIRECTORS**

Section 1. Duties and Authority. (a) The Board of Directors shall transact all business of BROKEN WINGS. (b) Determine the policies of BROKEN WINGS. (c) Engage in fund-raising to improve and enhance the religious and charitable purposes of BROKEN WINGS. (d) Assume responsibility for the guidance and the affairs of BROKEN WINGS. The duties and authority of the Board of Directors to manage the BROKEN WING'S assets are set forth in Article VII of these By-Laws.

Section 2. Qualifications, Number and Term. The Board of Directors shall consist of (a) a minimum of three (3) and a maximum of nine (9) appointed persons, (b) the President (who is also the CEO of Broken Wings), and (c) the BROKEN WINGS staff representative (appointed by the CEO to represent the staff of Broken Wings). The appointed Directors shall be a least eighteen (18) years of age, be appointed by the Board of Directors, and serve an approximately three (3) year term with the intention that terms will be staggered so that as nearly as possible about one-third (1/3) of the Directors' terms expire each year. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. If there is a delay in appointing a replacement Director, the current appointee may continue in office beyond the end of the three (3) years. Vacancies occurring in the Board of Directors shall be filled by appointment of the Board of Directors, and the term of a Director appointed to fill a vacancy shall be the same as the term of the original vacancy. An appointed Director may serve no more than six (6) years in succession without at least a one (1) year break in service, however this requirement may be waived by a majority vote of the Board of Directors. Attendance is required of BROKEN WINGS Board of Directors members to all meetings and a member who does not attend the regular meetings will be removed from the BROKEN WINGS Board after three (3) consecutive absences.

Section 3. Removal. Any Director may be removed from office, except a Founder who may not be removed, with or without the assignment of any cause, by a vote of a majority of Directors in office, or of Members present, at a duly convened meeting of the Board or Members, as the case may be, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting (unless the action is taken by the Members), but no formal hearing procedure need be followed.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held at least one time per year in the first quarter of the fiscal year, but by majority vote of the Board of Directors at its first regular meeting in any calendar year, the number of meetings may be reduced to no fewer than one (1) per year and may be increased as often as the Board determines. Notice shall not be required for regular meetings.

Section 5. Special Meetings. Special meetings may be called by the Members, the President or by a majority of the Board at any time. For a special meeting written or telephone notice is required to each Director of the time and place for the meeting and a description of the items to be considered.

Actions may be taken at special meetings by the Board of Directors in the same manner as regular meetings. Special meetings shall be closed and limited to the Board, except that other persons may be allowed to attend special meetings upon two-thirds (2/3) vote of the Directors present.

Section 6. Quorum, Voting. The presence of a majority of all the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business. Any action approved by majority vote of the Board of Directors present at a meeting when a quorum is present shall be the act of the Board of Directors, except that when a super-majority vote is called for in these Bylaws, then only upon such super-majority vote, will such vote be the act of the Board. Every Director shall be entitled to one vote.

Section 7. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board of Directors may delegate any power or duty of any officer or Director to any other officer or Director and specific areas of Board of Directors responsibility to a committee of the Board of Directors or to individual Directors.

Section 8. Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be taken, signed by all of the Board of Directors, or all of the persons on the committee, as the case may be, is filed in the minutes of the proceedings of the Board of Directors or committee. Such consent shall have the same effect as a unanimous vote.

Section 9. Teleconference Meetings. Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

## **ARTICLE V – OFFICERS**

Section 1. Officers. The officers of BROKEN WINGS shall consist of the **President, Treasurer,** and **Secretary.** Unless otherwise unanimously agreed to by the Board, the CEO of Broken Wings shall be the President. The other officers of the Board of Directors shall be elected by the Board for a one (1) year term. Officers shall be eligible to succeed themselves for the remaining years of their respective terms as Directors. In the event an office becomes vacant, the Board of Directors shall elect a successor to serve the remainder of such officer's term. The officers may be removed by majority vote of the Board of Directors whenever, in the judgment of the Board of Directors, the best interests of BROKEN WINGS will be served thereby.

Section 2. President. The President of BROKEN WINGS shall:

- (a) Preside over regular or special meetings of the Board of Directors;
- (b) Assist other officers to utilize such resources of BROKEN WINGS as may be required for the performance of their responsibilities;
- (c) Make all appointments to committees of the Board of Directors;
- (d) Be an ex-officio member of all committees, including any Executive Committee of BROKEN WINGS;

- (e) Perform all other duties usually pertaining to the office of President.

Section 3. Treasurer. The Treasurer of BROKEN WINGS shall:

- (a) Make a financial report at meetings of the Board of Directors;
- (b) Coordinate with the President to assure proper audit control
- (c) Assist the President as each may reasonably request;
- (d) Perform such other duties as may be delegated to him or her by the Board of Directors;

Section 5. Secretary. The Secretary of BROKEN WINGS shall:

- (a) Record the minutes of all meetings;
- (b) Write up the minutes of meetings;
- (c) Send a duplicate copy of the minutes of the meetings of the Board to all Directors;
- (d) Confer with the President for possible omissions in the minutes;
- (e) Take attendance record at meetings;
- (f) Maintain committee reports;
- (g) Perform such other duties as may be delegated to him or her by the Board of Directors.

#### **ARTICLE VI – RESIGNATIONS AND VACANCIES**

Section 1. Resignations. Any Member, Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

Section 2. Filling Vacancies.

- (a) If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the Members may choose a person or persons who may serve as a Director for the remainder of the applicable term.
- (b) If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.
- (c) If at any time there shall be no Members, the Directors may select a person or persons who shall become the Members of the Corporation or may amend the Bylaws to eliminate Membership.

#### **ARTICLE VII – MANAGEMENT OF BROKEN WING'S ASSETS**

Section 1. The assets of the BROKEN WINGS shall be held, managed and invested by the Board of Directors; however, at no time may the assets of BROKEN WINGS be used or administered other than

in furtherance of the religious and charitable purposes as defined and limited in Article II of these Bylaws.

Section 2. All investments of funds of BROKEN WINGS shall be first approved by the Board of Directors. Use of any portion of BROKEN WINGS facilities for other than an activity of BROKEN WINGS shall be by consent of the Board of Directors.

Section 3. All monies of the BROKEN WINGS deposited in the financial institution designated by the Board of Directors shall be subject to withdrawal for authorized purposes upon the signature of the President, or the Treasurer of BROKEN WINGS, or such other person as the Board may designate. All securities and other valuable papers shall be placed in a safety deposit box or vault, designated by the Board of Directors, which may be opened only upon the signature of the President, the Treasurer, or the Secretary of BROKEN WINGS, or such other person as the Board may designate.

Section 4. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of BROKEN WINGS, and such authority may be general or confined to specific instances.

Section 5. No loans shall be contracted on behalf of BROKEN WINGS and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 6. The Board of Directors shall have all power and authority provided by law, including but not limited to, the power (a) to make contracts and incur liabilities, borrow money at such rates of interest as the Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income, (b) to purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated, and (c) to sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of BROKEN WINGS's property and assets.

#### **ARTICLE VIII – RULES OF ORDER**

“Robert’s Rules of Order” shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

#### **ARTICLE IX – DISSOLUTION**

Upon the liquidation or dissolution of BROKEN WINGS, its assets, if any remain after payment (or provision for payment) of all liabilities of BROKEN WINGS, provided, however, if said corporation is not then qualified under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, then the assets of BROKEN WINGS shall be distributed to, and only to, any one or more organizations qualified as

exempt under Section 501 (c)(3) of the Code. No part of the assets or the net earnings current or accumulated of BROKEN WINGS shall inure to the benefit of a private individual.

#### **ARTICLE X – AMENDMENTS**

Section 1. Bylaws. The Bylaws of BROKEN WINGS shall be initially approved by a two-thirds (2/3) vote of all the Board of Directors, and thereafter may be altered or rescinded by a two-thirds (2/3) vote of all the Board of Directors.

Section 2. Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended only by a majority of all Members at a duly convened meeting of Members, provided that no such amendment shall be effective without the approval of the Initial Incorporator so long as the Initial Incorporator is a Member of the Corporation.

#### **ARTICLE XI – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each Board of Directors person or officer, whether or not then on the Board of Directors or as an officer, shall be indemnified by BROKEN WINGS against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or arising out of any action, suit or proceeding in which he or she may be involved by reason of being or having been a Board of Directors person or officer of BROKEN WINGS. Such expenses shall include the cost of reasonable settlements (other than amounts paid to BROKEN WINGS itself) made with a view to curtailment of costs of litigation. BROKEN WINGS shall not, however, indemnify any Director or officer with respect to matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to have been guilty of fraud or material misrepresentation to BROKEN WINGS, its Board of Directors, its Membership, or any other person. With respect to any matters on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or officer in conducting such litigation to a final conclusion, the BROKEN WINGS shall not indemnify any Director or officer for the excess over such reasonable expense. The foregoing right of indemnification shall not be conclusive of other rights to which any Director or officer may be entitled as a matter of law.

#### **ARTICLE XII. – Conflict of Interest and Compensation**

Section 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## Section 2. Definitions.

### (a) Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

### (b) Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## Section 3. Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest:

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee



shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy:

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- (a) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- (d) Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.

Section 6. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE XIII -- MISCELLANEOUS**

Section 1. Fiscal Year. The fiscal year of the BROKEN WINGS shall be the calendar year.

Section 2. Electronic Mail. Any action which may be done, or is required to be done, in writing under these Bylaws or the Act, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

**ADOPTION OF BYLAWS**

Adopted by the initial Board of Directors by resolution and vote of 5 in favor and 0 against on the 4<sup>th</sup> day of May 2020 at Orlando, Florida.

MEMBERS  
Approving:

  
\_\_\_\_\_  
Tammy Carvalho

  
\_\_\_\_\_  
Norman Carvalho

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