

St Augustine United Bylaws

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be St. Augustine United, Inc. The business may be conducted as St. Augustine United, Inc or St. Augustine United.

ARTICLE II

PURPOSES AND POWERS

2.01 Purpose

St Augustine United is dedicated to enhancing the quality of life in our community through individual and family services, community programs and partnerships with other organizations.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation.

(a) Nonprofit Legal Status. St. Augustine United, Inc. is a Florida non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of the St. Augustine United, Inc. any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the St. Augustine United, Inc. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the St. Augustine United, Inc., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the St. Augustine United, Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

ARTICLE III
BOARD OF DIRECTORS

3.01 Number of Directors

St. Augustine United, Inc. shall have a board of directors consisting of 4 directors.

3.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the St. Augustine United, Inc. Shall be managed under the direction of the board, except as otherwise provided by law.

3.03 Board of Directors Meetings.

(a) Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors.

(c) Waiver of Notice. Any director may waive notice of any meeting, limited to no more than 1 meeting of the 4 quarterly meetings per year.

3.04 Manner of Acting.

(a) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(b) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his or her discretion.

(c) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

3.05 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors.

ARTICLE IV

OFFICERS

4.01 Board Officers

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.

4.02 Removal and Resignation

Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice. The acceptance of the resignation shall not be necessary to make it effective.

Any officer may be removed from their position by majority vote, if after the board has given the individual written notice of violation of bylaws and steps have not been taken to rectify compliance of by laws with 10 business days.

If an officer has resigned or been removed by the board that individual cannot disclose organizational information to other individuals for a period of one year.

An individual must return all St Augustine United property immediately upon resignation or removal.

4.03 Board President

Responsibilities

Leadership & Management:

- Ensure the success of overall organizational operations, evaluates the success of each individual fundraising event and consistent communications to all stakeholders; recommend timelines and resources needed to achieve the The President will have overall strategic and operational responsibility for Saint Augustine United's programs, expansion, and execution of its mission. She or he will initially develop deep knowledge of core programs and operations.
- strategic goals.
- Actively engage and energize Saint Augustine volunteers, board members, event committees, partnering organizations, and donors.
- Develop, maintain, and support a strong Board of Directors; serve as ex-officio of each committee; seek and build board involvement with strategic direction for ongoing local operations.
- Ensure effective systems to track progress, and regularly evaluate program components, so as to measure successes that can be effectively communicated to the board, donors, and other stakeholders.
- Work with other board members to establish agendas for board meetings

Fundraising & Communications:

- Expand local revenue generating and fundraising activities to expand and support existing program operations while simultaneously reducing debt.
- Deepen and refine all aspects of communications—from web presence to external relations with the goal of creating a stronger brand.
- Use external presence and relationships to garner new opportunities.

Planning & New Business:

- Complete the strategic business planning process for the program expansion into new opportunities.
- Begin to build partnerships in new markets, establishing relationships with the donors, and political and community leaders.
- Be an external local presence that publishes and communicates program results with an emphasis on the successes of the local program

Specific Responsibilities Related to Fundraising Events (Golf Tournament, Run, etc)

4.04 Vice President

The vice-president works closely with the board of directors to define the mission of the organization. These policy procedures are developed, planned and enforced so that Saint Augustine United can achieve its goals.

Responsibilities

Leadership and Management:

- Leads the daily operation of the organization
- Not only leads by example, but outlines the duties and responsibilities of the volunteers and other committee members
- Assists the President with the management of the operation to ensure that all mission objectives and goals are met.
- Assists the President in determining the operational success of the events and overall success of the organization.
- Creates a report that outlines the operational success of each event including suggestions for how the events can be improved.
- Carry out the duties of President in the event that the President is not in attendance.
- Serves as timekeeper and ensures that the board meetings stay on topic and follow the agenda
- Ensures that all bylaws of the organization are followed and are maintained
- Conducts annual review of the organization's bylaws each October

Fundraising:

- Engages businesses and citizens to support the cause or mission of the organization.
- Creates fundraising ideas, implements fundraising events and is personally involved with the fundraising activities

Specific Responsibilities Related to Fundraising Events (Golf Tournament, Run, etc)

4.05 Secretary

Reporting to the President, the secretary position of Saint Augustine United plays a critical role in fostering communication and ensuring proper management and utilization of important organizational records. These duties can change from time to time as deemed appropriate by the Board.

Responsibilities

Communication

- Gives proper notice of any meetings and timely distribution of materials such as agendas and meeting minutes.
- Keeps and maintains a binder of all of Saint Augustine United's organizational records such as 501 c (3) status letter, tax exempt letter, bylaws, job duty descriptions, strategic plan, etc
- Responsible for maintaining accurate documentation and meeting legal requirements, such as annual filing deadlines.
- Maintains and distributes a calendar of events including board meetings and fundraising events
- Sends out all thank you letters to sponsors and donors according to a list provided by the treasurer

Scheduling, Notice, and Materials

- Set times and locations for quarterly board meetings or other board meetings as needed
- Ensures an adequate number of meetings are held per year, in accordance with the organization's bylaws.
- Prepares and sends meeting materials far enough in advance of the meeting for each director to review such materials, correct any errors, and prepare questions and comments.
- Charged with recording minutes of meetings. Minutes are an important organizational document and provide a memorialized chronology of key information such as board actions, elections of officers or directors, and certain reports from committees and staff. Meeting minutes can have vital legal significance in an IRS examination and as evidence in courts if, for example, someone challenges the validity of certain actions or positions.

Specific Responsibilities Related to Fundraising Events (Golf Tournament, Run, etc)

- Responsible for filing permit with the city each year for the run
- Serves as scheduler: files notices etc in accordance with the President's timeline

4.06 Treasurer

Reporting to the President, the treasurer will define the process and implement the infrastructure/systems needed to support substantial growth over the next five to 10 years. She or he will continue to build and manage effective and streamlined administrative/financial systems, including financial, accounting and legal responsibilities.

The treasurer will be involved in strategic planning, evaluation, and professional development initiatives, as well as planning for Saint Augustine United's expansion.

Responsibilities:

Financial Management

- Review and approve preparation and finalization of monthly and annual financial reporting materials.
- Oversee budgeting, financial forecasting, and cash flow for administration, existing programs, and proposed new opportunities.
- Manage all accounting responsibilities and financials so that they follow federal and state regulations
- Coordinate all audit activities.
- Develop an annual budget for the organization each October
- Develops an appropriate budget for each event and drives financial decisions of the organization.
- Keeps all tax returns and financial records

Administrative Leadership and Management

- Serve as a partner to the President on the organization's financial, budgeting, and administrative processes with an eye to continuously developing and improving systems.
- Develop successful and trusting relationships with the program recipients and create and sustain an environment that supports these relationships.
- Provides financial reports at each board meeting
- Maintain list of donors for the organization- providing these to the President for recognition on website (etc) and Secretary for thank you notes.

Specific Responsibilities Related to Fundraising Events (Golf Tournament, Run, etc)

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ARTICLE V

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS

5.01 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

5.02 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

5.03 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

ARTICLE VI

MISCELLANEOUS

6.01 Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

6.02 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

6.03 Bylaw Amendment

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

(a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds (?) vote of a quorum of directors at a Board meeting.

(c) that all amendments be consistent with the Articles of Incorporation.

ARTICLE VII

COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, St. Augustine United, Inc. shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, St. Augustine United, Inc. willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

St. Augustine United, Inc. shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE VIII

Transparency and Accountability

Disclosure of Financial Information With The General Public

7.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, St. Augustine United, Inc. practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

7.02 Financial and IRS documents (The form 1023 and the form 990)

St. Augustine United, Inc. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

7.03 IRS Annual Information Returns (Form 990)

Transcontinental Humanitarian Corp. shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

7.04 Board

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

7.05 Donor Records

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- (d) donor records shall be made available to the board when requested.

ARTICLE VIII

AMENDMENT OF Articles of Incorporation

8.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

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CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of St. Augustine United, Inc. were approved by the St. Augustine United, Inc.'s board of directors on _____ and constitute a complete copy of the Bylaws of the corporation.

Secretary _____

Date: _____