

Bylaws of Metanoia Foundation Inc.

(A Florida Nonprofit Corporation)

Preamble

Inspired by the Gospel of Jesus Christ and guided by the Holy Spirit, *Metanoia Foundation Inc.* seeks to bear witness to God's love through the Works of Mercy, the principles of Catholic Social Teaching and Evangelization and Mission. In fidelity to the Catholic Church, and with a spirit of service and compassion, we dedicate ourselves to promoting human dignity, solidarity, and the common good.

Article I – Name and Purpose

Section 1. Name

The name of this organization shall be *Metanoia Foundation Inc.*, hereafter referred to as the "Corporation."

Section 2. Purpose

The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The mission of the Corporation is to live out the Gospel mandate through the Works of Mercy, Catholic Social Teaching and Evangelization and Mission by:

- Feeding the hungry, giving drink to the thirsty, clothing the naked, and sheltering the homeless.
- Visiting the sick and imprisoned, and accompanying the marginalized.
- Offering education and formation rooted in the Gospel and the teachings of the Catholic Church.
- Promoting justice, peace, and human dignity through advocacy, service, and prayer.

No part of the net earnings shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except as reasonable compensation for services rendered in carrying out its purposes.

Article II – Membership

Section 1. Membership

The Corporation shall have no voting members. All rights and responsibilities are vested in the Board of Directors.

Article III – Board of Directors

Section 1. Authority

The governing body of the Corporation shall be the Board of Directors, which shall oversee and advance the mission and vision of the organization in fidelity to Catholic teaching.

Section 2. Number & Qualifications

The Board shall consist of no fewer than 3 and no more than 15 directors. Directors must be practicing Catholics/Christians committed to the Works of Mercy, Catholic Social Teaching, and the Evangelization and Mission of the Church.

Section 3. Duties

The Board of Directors shall:

- Uphold the mission and Catholic identity of the Corporation.
- Ensure that programs and activities are rooted in Gospel values.
- Approve budgets and oversee finances with transparency and stewardship.
- Establish policies, programs, and strategic direction.
- Ensure compliance with state and federal law, and fidelity to Church teaching.

Article IV – Officers

Section 1. Officers

The officers of the Corporation shall be a Chair/President, Vice-Chair/Vice President, Secretary, and Treasurer.

Section 2. Duties

- **Chair:** Provides leadership in fidelity to the Catholic mission, presides at meetings, and represents the Corporation.
- **Vice-Chair:** Assists the Chair and assumes duties in their absence.
- **Secretary:** Maintains records, minutes, and correspondence with professionalism and care.
- **Treasurer:** Oversees finances, prepares financial reports, and ensures faithful stewardship of resources.

Article V – Meetings

Section 1. Organizational Meeting.

The Board of Directors shall hold an initial organizational meeting for the purpose of adopting the bylaws and approving the conflict-of-interest policy.

Section 2. Regular Meetings.

Regular meetings of the Board shall be held quarterly at a time and place determined by the Board. A quorum shall consist of a majority of the directors then in office. Decisions shall be made by a majority vote of those present at a meeting at which a quorum is established, unless otherwise required by law or these bylaws. Special meetings may be called by the Chairperson or by any two directors with at least fifteen (15) days' notice to all members.

Section 3. Annual Meeting.

An Annual Meeting of the Board of Directors shall be held each year at a time and place determined by the Board for the purpose of electing directors and officers, reviewing the organization's activities and finances, and transacting such other business as may properly come before the Board. Notice of the Annual Meeting shall be given to each director at least thirty (30) days in advance.

Section 4. Remote Participation.

Directors may participate in any meeting of the Board, whether regular, special, or annual, through the use of telephone, video conferencing, or other electronic communication methods by which all persons participating can hear each other. Participation in this manner shall constitute presence in person at such meetings.

Article VI – Committees

Committees may be established to carry out the Works of Mercy, Catholic Social Teaching, and Evangelization and Mission, including:

- **Finance & Stewardship Committee:** Ensures financial integrity and sustainability.
- **Mission & Programs Committee:** Oversees charitable works, service, and outreach.
- **Formation & Spirituality Committee:** Promotes Catholic identity, prayer, retreats, and formation opportunities.

Article VII – Conflict of Interest

The Board shall maintain a Conflict of Interest Policy consistent with IRS requirements, ensuring decisions serve only the mission of the Corporation and the Gospel mandate of service.

Article VIII – Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31.

Article IX – Amendments

These Bylaws may be amended by a two-thirds vote of the Board of Directors at any meeting, provided written notice of the proposed amendment is given at least 14 days in advance. All amendments must remain faithful to Catholic teaching.

Article X – Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, preferably to Catholic charitable organizations that continue the mission of the Works of Mercy, Catholic Social Teaching, and Evangelization and Mission.