

Bylaws of Allies for Humanity Inc.

Established 2025

Article I: Name, Offices, and Registered Agent

Section 1.01 Corporate Name:

The name of this organization shall be Allies for Humanity Inc. This name has been registered with the Secretary of State of Indiana on March 7, 2024.

Section 1.02 Principal Office:

The Corporation shall have and continuously maintain a principal office at 609 E 29th St, Door #5, Indianapolis, IN 46205.

Section 1.03 Registered Agent:

The Registered Agent is Katelyn "KT" White, and the registered office is located at 609 E 29th St, Door #5, Indianapolis, IN 46205. Changes to this designation may be made by Board approval and filed with the Indiana Secretary of State.

Article II: Mission, Guiding Principles, and Purpose

Section 2.01 Mission:

Allies for Humanity Inc. is a 501(c)(3) nonprofit organization dedicated to co-creating housing solutions, advocacy, and support for our unhoused neighbors. We are committed to fostering relationships, empowering individuals, and building equitable housing models for sustainable community impact.

Section 2.02 Guiding Principles:

- Housing for ALL – Advocating for equitable, sustainable housing solutions.
- Healing & Empowerment – Providing safe spaces for self-discovery and personal evolution.
- Collaboration & Advocacy – Strengthening partnerships with agencies and policymakers.
- Lovelution Movement – Cultivating a culture of love, support, and action to drive systemic change.

Section 2.03 Purpose:

The Corporation is dedicated to:

- Expanding access to housing and essential services.
- Supporting individuals in overcoming generational cycles of trauma and poverty.
- Building alliances with organizations, businesses, and policymakers to create systemic change.
- Providing case management and mentorship for sustainable independence.
- Centering love as the foundation for systemic transformation, where mutual respect, co-creation, and reciprocal growth guide every relationship and initiative.

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

Article III: Membership

Allies for Humanity Inc. shall not have members. The organization shall be governed by its Board of Directors.

Article IV: Board of Directors**Section 4.01 General Powers:**

The Board of Directors shall provide stewardship, alignment, and strategic vision to ensure the Corporation's mission is fulfilled with integrity and heart-centered leadership.

Section 4.02 Number and Composition:

- The Board shall consist of a minimum of 4 and a maximum of 13 directors.
- The Board shall include at least one person with lived experience and one youth representative (ages 12–19).
- Directors shall be committed to co-creating from a space of wisdom, collaboration, and shared responsibility.

Section 4.03 Terms of Office:

Position	Initial Term	Standard Term
Chairperson (President)	3 years	3 years
Vice Chairperson (VP)	2 years	2 years
Treasurer	3 years	3 years
Secretary	2 years	2 years
Lived Experience Rep.	3 years	2 years
Member-at-Large	3 years	2 years

Section 4.04 Meetings & Quorum:

- The Board shall meet at least quarterly to ensure continued alignment with the mission and evolving needs of the community.
- A quorum consists of 5 Board members.
- Special meetings may be called by the Chairperson or a majority of the Board.
- Meetings shall foster an environment of openness, co-creation, and alignment, ensuring that all voices are heard.

Section 4.05 Vacancies & Resignations:

- Board members may transition out of their roles at any time through an intentional, mindful process that honors their contributions.
- Vacancies shall be filled by Board invitation and a collective discernment process.

Section 4.06 Transition of Directors:

- A Director's transition shall be approached from a place of respect, alignment, and the highest good for all.
- If a Director finds themselves out of alignment with the mission, they are encouraged to engage in dialogue with the Board to explore solutions.
- Any departures shall be honored with gratitude, and the transition process shall ensure the continued success of the mission.

Section 4.07 Actions During Meetings Without Quorum:

If a scheduled board meeting is held and quorum is not achieved, those Board members present may engage in discussion and develop proposed actions. Any such proposed actions must:

- Be documented in the meeting notes,
- Be circulated to the full Board via email within 48 hours, and
- Receive written approval from a majority of all Board members via email vote before being implemented.

All email approvals shall be documented and the action formally ratified at the next board meeting. This ensures progress can continue in good faith while honoring the Corporation's quorum requirements.

Section 4.08 Interim Action and Electronic Ratification:

When timely decisions are required between scheduled meetings, any action approved by at least three (3) Board members present, whether in person or virtually, may proceed provided that:

- The action is documented in writing via email;
- A notice of intent to ratify is sent to the full Board within 48 hours;
- The action is formally ratified at the next regular or special Board meeting by majority vote.

This mechanism may only be used when quorum cannot be met in advance and the delay of action would materially impact the organization's mission, funding, or operations. All such decisions and ratifications shall be recorded in the meeting minutes.

Article V: Officers & Duties

Section 5.01 Positions:

- Chairperson (President) – Guides vision, fosters alignment, and leads with love.
- Vice Chairperson (VP) – Supports the Chairperson, co-creates vision.
- Secretary – Holds and safeguards the narrative, ensuring transparency.
- Treasurer – Oversees financial stewardship with integrity and clarity.

Section 5.02 Election and Terms:

- Officers shall be elected by the Board and serve the designated term length per Section 4.03.
- Elections shall be held in the spirit of discernment and in alignment with the highest good.

Section 5.03 Committees:

The Board may establish committees to support the mission, rooted in reciprocity, collaboration, and shared leadership.

Section 5.04 Full-Time Officer Designation:

A “full-time officer” shall be defined as a member of the Board of Directors who performs 30 or more hours per week of direct service, advocacy, administrative, or operational work on behalf of the organization. This designation relates to officers anticipated to receive compensation as described in IRS Form 1023. Nothing in this section shall be construed to limit compensation for non-officer staff, volunteers, or board members performing essential programmatic or administrative duties as permitted in Section 7.03. The Board recognizes that individuals may serve in both governance and compensated program roles.

Article VI: Integrity in Relationships

Section 6.01 Commitment to Transparency & Alignment:

Board members and key contributors recognize that integrity, open-hearted communication, and reciprocity are central to decision-making. Rather than focusing on "conflict," this section centers on alignment and shared responsibility.

Section 6.02 Reflection & Realignment:

- When an opportunity arises to reassess alignment, individuals are invited to engage in open dialogue with the Board.
- Decisions will be made from a place of deep listening and collective wisdom.
- Annual reflection practices will be conducted to ensure continued growth and integrity in all relationships.
- All Board members shall review and sign the Corporation’s Conflict of Interest Policy annually. Any real or perceived conflicts shall be addressed in accordance with the procedures outlined in that Policy. Affiliation with other nonprofit organizations does not in itself constitute a conflict of interest. However, any instance where a Board or staff

member could influence a decision that financially or operationally benefits an organization with which they are affiliated must be disclosed and evaluated by the Board.

Article VII: Financial Governance

Section 7.01 Fiscal Year:

The fiscal year shall be January 1 - December 31.

Section 7.02 Financial Oversight:

- Financial stewardship shall be guided by clarity, transparency, and aligned action.
- The Treasurer shall prepare quarterly financial reflections.
- Annual financial reflections may be conducted as required by funding partners and for organizational evolution.
- No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 7.03 Officer Compensation:

Officers of the Corporation may receive compensation for work performed in direct service, advocacy, administration, or program-related roles. Such compensation shall be:

- Reasonable and not excessive, as determined by market comparisons and organizational capacity;
- Based on duties performed and time contributed;
- Reviewed and approved in advance by the Board of Directors in accordance with the Conflict of Interest Policy;
- Paid from unrestricted operating funds or restricted grants, where allowable.

During the Corporation's early phase, officer compensation may be voluntarily limited to maintain eligibility for public benefits or to preserve program resources. However, no fixed percentage of revenue shall be used to cap compensation unless specified by the Board or required by a funder. Compensation policies will be reviewed annually and as major funding shifts occur, and documented accordingly.

The Board may formally recognize in-kind contributions, such as volunteer labor and donated facilities, as part of the organization's program support. These contributions may be documented and reported internally, though not expensed for financial statements unless required by a funder.

The Corporation affirms that Board members may serve in both governance and compensated service roles. Governance duties shall remain voluntary. All compensation is limited to non-governance responsibilities and shall be transparently documented and approved in accordance with the Corporation's Conflict of Interest Policy.

Article VIII: Advocacy and Legislative Activity

Section 8.01 Permitted Advocacy and Lobbying Activities:

Allies for Humanity Inc. may engage in advocacy and limited lobbying activities to the extent permitted under Section 501(h) of the Internal Revenue Code, following its election under IRS Form 5768 to use the expenditure test for measuring lobbying activity.

- The Corporation may use a portion of its time, funds, and resources to influence legislation that aligns with its exempt purposes, such as promoting housing justice and support for unhoused neighbors. Such activities will be conducted in compliance with all applicable federal regulations.
- 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 8.02 Definitions of Lobbying:

- Direct Lobbying is defined as any attempt to influence specific legislation through communication with any member or employee of a legislative body or any other government official or employee who may participate in formulating the legislation.
- Grassroots Lobbying is defined as any attempt to influence specific legislation by encouraging the public to contact legislators or other government officials with respect to that legislation, and includes a call to action.
- Non-Lobbying Advocacy includes activities such as educating the public on issues, providing technical assistance or advice to a legislative body in response to a written request, and communicating with government officials about regulations or enforcement policies. These activities do not count against the Corporation's lobbying limits.

Section 8.03 Compliance and Record-Keeping:

- The Board of Directors shall ensure that adequate records are maintained to track all lobbying activities, including expenditures, time allocation, and materials used.
- Staff and volunteers who engage in advocacy on behalf of the Corporation shall report their activities to a designated compliance officer to ensure alignment with the 501(h) expenditure limitations.
- A Lobbying Activity Tracker shall be maintained and reviewed quarterly by the Board or a designated committee to ensure compliance and transparency.

Section 8.04 Alignment with Mission:

All advocacy and lobbying efforts shall be rooted in the values of Allies for Humanity Inc., emphasizing relationship-based change, equitable housing, and systemic transformation grounded in compassion, sovereignty, and collective empowerment.

Article IX: Legacy & Evolution

Section 9.01 Stewardship Beyond the Present:

The Corporation is committed to a future rooted in sustainability, growth, and collective empowerment.

Section 9.02 Transformational Transitions:

Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to the federal government or a state or local government for a public purpose.

Naming Convention for Document Changes

To maintain clarity across versions of our bylaws and related governance documents, we propose the following naming convention:

[Document Name]_[YYYYMMDD]v[Version Number][Short Descriptor].docx/pdf

Example:

- AFH_Bylaws_20250604_v2_LobbyingAmendment.pdf
- AFH_ComplianceGuide_20250604_v1_LobbyingTracker.docx