

## **Part II 5**

**Have you adopted bylaws? If “Yes,” attach a current copy showing date of adoption. If “No,” explain how your officers, directors, or trustees are selected**

No. We are currently working on bylaws. We have made the following declarations regarding how directors/officers are selected in our Articles of Incorporation:

### **Section 1 — Board role, size, and compensation:**

The board is responsible for overall policy and direction of the organization, and assigns responsibility of day-to-day operations to the staff. The board shall have up to 12, but not fewer than 3 members. The board receives no compensation other than reasonable expenses. The initial Board of Directors is as follows:

### **Section 2 – Initial Directors**

The initial Board of Directors is as follows

- Grant Nieddu, P.O. Box 2115, Lakeland, FL 33806
- Jennie Ellis, 530 Bonnie Drive, Lakeland, FL 33803
- Phyllis Henry, 1003 West Queen Street, Lakeland, FL 33803

### **Section 3 – Powers**

The Board of Directors shall govern the Corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the by-laws and other corporate governing documents, by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

### **Section 4 — Terms:**

All board members shall serve two-year terms, but are eligible for re-appointment for up to five consecutive terms.

### **Section 5 — Meetings and notice:**

The board shall meet at least quarterly, at an agreed upon time and place.

### **Section 6 — Board Appointment:**

During the last quarter of each fiscal year of the corporation, the President of the Corporation shall appoint Directors to replace those whose terms will expire at the end of the fiscal year.

### **Section 7 — Officers and Duties:**

There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer.

### **Section 8 — Resignation, termination, and absences: Resignation from the**

board must be in writing and received by the secretary. A board member can be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons at the sole discretion of the President.

#### **Part IV**

**Using an attachment, describe your *past, present, and planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details.**

As our organization has just been recently established, there are only a few activities that we engage in. Here are the activities we are currently engaged in:

1. Inviting individuals and organizations to become “partners”. Partnership implies an investment of finances, volunteer time and effort, or donations. Currently the invitations are done through email, phone calls, or personal visits. This activity is currently handled by Kenneth Ellis (President/Director).
2. Facilitating Group Trips to Haiti. CPI arranges travel opportunities for our partners to see firsthand the work we are doing in Haiti. This activity is currently handled by Kenneth Ellis (President/Director).
3. Facilitating Projects. In the future, CPI will facilitate partnership-projects that are joint efforts between an individual or organizational CPI Partner and individuals in communities in Haiti. These projects include training pastors and teachers, teaching English to children and adults, community events and Christian outreach and possibly helping in the construction of buildings (churches & schools). This would include creating a project plan, delegation of responsibilities, and clear lines of communication and accountability. This would also include planning the travel details and itinerary. This activity will be handled by CPI staff.
4. We work with schools and churches in Haiti to help train leaders, pastors and teachers. We host periodic training seminars in various communities in Haiti and invite teachers, pastors and other local leaders to attend. This activity is currently handled by Kenny Ellis (President/Director).

#### **Part V 3A**

**For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.**

Kenneth Ellis

Qualifications:

- BA from Southeastern University of Lakeland, FL
- 15 years experience in ministry leadership of local churches

Average Weekly Hours Worked: 40

Duties:

- Maintain ongoing office systems and responsibilities
- Solicit financial supporters
- Maintain contact and communication with current base of supporters

Part V 5a

**Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions? If “Yes,” provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board.**

The following Conflict of Interest Policy was adopted by the Board of Directors on February 25, 2009. This policy will be added to our bylaws once they are finalized and adopted.

**Conflict of Interest Policy**

**Article I**

**Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization’s (Community Partnership International) 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.

**Article II**

**Definitions**

**1. 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.

**2. Financial Interest**

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

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** 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.

### **Article III**

#### **Procedures**

##### **1. 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.

##### **2. 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.

##### **3. Procedures for Addressing the Conflict of Interest**

**a.** 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.

**b.** 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.

**c.** 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.

**d.** 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.

##### **4. Violations of the Conflicts of Interest Policy**

**a.** 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.

**b.** 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.

## **Article IV**

### **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.

## **Article V**

### **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.

## **Article VI**

### **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.

## **Article VII**

### **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.

## **Article VIII**

### **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.

### **Part VI 1ab**

**1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals.**

While working within a particular community in Haiti, CPI (and/or its Partners) may distribute food, clothing, school supplies or other basic necessities as a donation to individuals.

### **Part VIII4a Describe each fundraising program**

There are two primary sources for the funds that we raise.

1. Personal – We regularly invite friends and acquaintances to support our work by making one-time or monthly pledge contributions. These invitations are either done in person, via email or phone calls, or fundraising events. Each of the individuals who support CPI are given full disclosure of our purpose, mission and strategies.
2. Church/Organization – We regularly invite local churches or organizations (profit and non-profit) to support our work by establishing a long-term partnership. The terms of the partnership are always unique to each church or organization, but would include financial contributions, donations of supplies and volunteers.
3. Events – In the future, we may raise funds through hosting a dinner, golf, or other social event that allows individuals to learn about our mission and consider donating or becoming a partner-supporter.

### **VIII4d States in which we solicit funds**

Florida

### **Part VIII6ab**

**Will we engage in economic development?**

Yes. At this point, this simply means finding solutions to economic obstacles faced by individuals in communities in Haiti. This will include helping to improve farming/agricultural strategies, educating individuals on economy and business principles, and helping individuals think of new opportunities.

**Who will benefit?**

Any work that we do to improve the economic conditions experienced by an individual or group in Haiti is explicitly aimed at benefitting that person or group exclusively. We will not engage in any economic development that benefits (in any direct or substantial way) individuals or groups not intended by our mission.

**How does this promote our exempt purposes?**

All economic development work that CPI engages in is based upon our charitable, religious and educational goals and mission.

**CPI Mission Statement:**

Our mission is to establish long-term partnerships with people and organizations who will invest their resources, skills and knowledge into underdeveloped communities in Haiti to bring about spiritual, emotional, physical and social healing.

Some of our US Partners (Individuals, Churches and Organizations) desire to affect long-term change in under-developed communities in Haiti. This would certainly include assisting individuals and groups in Haiti to improve the economic problems and challenges they face.

**Part VIII 12 a-d**

**Name the foreign countries and regions within the countries in which you operate.**

We work exclusively within the country of Haiti.

**Describe your operations in each country and region in which you operate.**

Already answered in Part IV

**Describe how your operations in each country and region further your exempt purposes.**

Already answered in Part VIII6ab

**Part IX 15 Itemize gifts or grants paid out**

2009 - \$5k

Food, Clothing and School Supplies = \$1,000

Construction (Supplies/Labor) = \$4,000

2010 - \$30K

Food, Clothing and School Supplies = \$6,000

Construction (Supplies/Labor) = \$24,000

2011 - \$40K

Food, Clothing and School Supplies = \$8,000

Construction (Supplies/Labor) = \$32,000

**Part X 1ab**

by operation of State Law