Out of Despair Inc. - Final Bylaws

These bylaws were agreed upon and adopted by the Board of Directors of Out of Despair Inc. on Sunday, October 26, 2025, during the organization's first in-person board meeting held from 2:00 PM to 5:30 PM.

ARTICLE I – NAME, PURPOSE & CHRIST-CENTERED FOUNDATION

Out of Despair Inc. is a Christ-centered nonprofit organization dedicated to crisis support, suicide prevention, empowerment, and mentorship. All founders and board members must remain firmly grounded in Biblical principles, demonstrating integrity, godly character, and alignment with the mission.

ARTICLE II – GOVERNANCE

The organization is fully governed by its Board of Directors, consisting of four (4) voting members. Board members serve indefinitely with no term limits. Founders and board members collectively function as a system of checks and balances that promotes stewardship, accountability, and protection of the organization's mission.

Section 2.1 – Board Member Conduct & Expectations

Board members and founders must remain active, responsive, Christ-centered, and engaged. A board member may be removed if: • They remain disengaged or unresponsive after three (3) documented attempts to re-engage them, or • They commit serious misconduct inconsistent with Christian principles or the mission. Removal requires a majority vote of the remaining board members.

Section 2.2 – Compensation, Prohibited Benefits & Reimbursements

• The COO (Irsia Jimenez) may receive compensation when the organization is funded. • The Chairperson (Fabienne Desir), Treasurer (Yamillet Rooney), and Secretary (Bridget Jacabacci) serve strictly as unpaid volunteer board members. • No founder, employee, volunteer, or board member may receive bonuses or personal gifts. • Reimbursements are permitted only for reasonable, documented expenses related to meetings or fundraising activities.

Section 2.3 – Collaborative Leadership Structure, Coordination & Checks and Balances

Out of Despair Inc. operates under a unified, Christ-centered leadership model where founders and board members function together as an accountability system. No leader serves in isolation; all roles interconnect to protect the mission, ensure financial integrity, and maintain ethical stewardship. Founders' Operational Leadership: • Chief Executive Officer (Ana Jimenez-Nunez): Leads hiring, coaching, terminations, fundraising strategy, donor relations, and organizational development. • Chief Operating Officer (Irsia Jimenez): Oversees operations, personnel, programs, finances, and overall organizational health. • Chief Financial Officer (Dorca Iris Genao): Oversees donations, expenses, financial reporting, compliance, transparency, and resource protection. • Vice President of Marketing (Gisell Peguero): Oversees social media, brand identity, marketing, website management, outreach, and online presence. Board Partnership & Oversight: • Chairperson / President (Fabienne Desir): Partners with the CEO to lead meetings and ensure implementation of board decisions. • Secretary (Bridget Jacabacci): Supports the Chairperson, Treasurer, and CEO; maintains minutes and records. • Treasurer (Yamillet Rooney): Collaborates with the CFO to uphold financial integrity and accurate reporting. • COO (Irsia Jimenez): Ensures coordination among departments and reallocates support for organizational wellness. This structure creates a balanced leadership system that enforces transparency, unity, and mission alignment.

ARTICLE III – OFFICERS & DUTIES

• Chairperson / President – Fabienne Desir: Leads board meetings, supports the CEO, and ensures execution of board-approved actions. • Chief Executive Officer – Ana Jimenez-Nunez: Leads organizational development, staffing decisions, donor relations, and fundraising strategy. • Chief Operating Officer – Irsia Jimenez: Oversees all operational functions, personnel, programs, and organizational coordination. • Chief Financial Officer – Dorca Iris Genao: Manages financial oversight, reporting, compliance, and stewardship. • Treasurer – Yamillet Rooney: Verifies financial accuracy, partners with the CFO, and reports to the board. • Secretary – Bridget Jacabacci: Maintains records, meeting minutes, and provides administrative support. • Vice President of Marketing – Gisell Peguero: Oversees digital presence, branding, community engagement, and marketing strategy.

ARTICLE IV – MEETINGS

Quarterly in-person board meetings are required. Special meetings may be called by the Chairperson, COO, or majority of the Board. Quorum requires at least three (3) board members.

ARTICLE V – FINANCIAL TRANSPARENCY

All founders and board members may review or audit the organization's finances at any time. Full transparency and stewardship are required at every level.

ARTICLE VI – AMENDMENTS

These bylaws may be amended with a majority vote of the Board of Directors.

BOARD SIGNATURES

Fabienne Desir – Chairperson / President:

Print Name: Fabienne Desir

Signature: SIGNATURE REDACTED Date: 11/23/25

Irsia Jimenez – Chief Operating Officer:

Print Name: IRSIA JIMENEZ

Signature: SIGNATURE REDACTED Date: 11-23-25

Yamillet Rooney – Treasurer:

Print Name: Yamillet Rooney

Signature: SIGNATURE REDACTED Date: 11-23-25

Bridget Jacabacci – Secretary:

Print Name: Bridget Jacabacci

Signature: SIGNATURE REDACTED Date: 11/23/25

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