

OZAUKEE COUNTY LOCAL COALITION MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (the “Memorandum”) is adopted by the Ozaukee County Local Coalition (the “Coalition”) in accordance with the Restated Bylaws adopted on February 15, 2019 (the “Bylaws”) by Wisconsin Balance of State Continuum of Care, Inc. (the “Corporation”), of which the Coalition is a Member. The primary purpose of this Memorandum is to set forth the specific mechanisms whereby the Coalition will exercise the Coalition’s rights and responsibilities as a Member of the Corporation, the process the Coalition will follow to select and remove its Delegate for Membership meetings of the Corporation, the period of time its Delegate will serve in that capacity, the Delegate’s responsibilities to the Coalition, and the process the Coalition will follow to nominate its proposed Director for the Corporation’s Board of Directors.

1. Description of the Coalition. The Coalition is a group of individuals and organizations meeting regularly to discuss how best to provide services to individuals and families who are experiencing homelessness or who are at risk of experiencing homelessness. Such individuals and organizations may include nonprofit homeless services providers, victim services providers, faith-based organizations, governments, businesses, advocates, public housing agencies, school districts, social services providers, mental health agencies, hospitals, universities, affordable housing developers, law enforcement agencies, organizations that serve homeless and formerly homeless veterans, and individuals who are experiencing homelessness or who were formerly homeless.

1.1. Geographic Area. The Coalition serves Ozaukee County, Wisconsin, including but not limited to the municipalities of Cedarburg, Grafton, Mequon, Port Washington, Saukville, and Thiensville.

1.2. Members of the Coalition. The individuals and organizations who are members of the Coalition are identified in the signature pages attached to this Memorandum. A signature by an individual confirms the individual’s commitment to abide by the requirements of this Memorandum and of the Bylaws insofar as they apply to the Coalition. A signature by one or more individuals on behalf of an organization confirms the same commitment by the organization.

2. Meetings of the Coalition. The members of the Coalition will meet at least four times per calendar year at such places in Ozaukee County and at such times as the Coalition determines. One of the four meetings will be held in March or April of each year and will constitute the Coalition’s annual meeting. Members of the Coalition are required to be diligent in attending all meetings, either in person if the member is an

individual or by a representative if the member is an organization. Unacceptable attendance—as determined on a case-by-case basis—may constitute a basis for the member’s dismissal.

2.1. Notice of Meetings. Notice of meetings of the Coalition will be given in a manner consistent with the notice requirements of Article III, Section 4 of the Bylaws.

2.2. Quorum. A majority of the voting power present in person or represented by proxy shall at any meeting of the members of the Coalition constitute a quorum for the transaction of business. Though less than a quorum of members are represented at a meeting, they may by majority vote adjourn the meeting from time to time and notice of the adjourned meeting shall be given to all the Coalition’s members. At such adjourned meeting at which a quorum is represented, any business may be transacted that might have been transacted at the meeting as originally noticed.

2.3. Manner of Acting. The votes of a majority of the Coalition’s members entitled to vote at a meeting at which a quorum is present shall sufficient for the transaction of any matter or matters of business. If a Coalition member is an organization, the organization must designate, prior to a meeting of the Coalition, an individual who will cast the organization’s vote.

3. Responsibilities of the Coalition. Without limiting other responsibilities that may apply by operation of law or by action of the Corporation, the Coalition will be responsible for fulfilling the responsibilities set forth in Article II, Section 7 of the Bylaws.

4. Selection and Removal of the Coalition’s Delegate. At an annual meeting, the Coalition will select an individual from among its membership to serve as the Coalition’s Delegate to the Corporation for purposes of Article II, Sections 3 and 4 of the Bylaws. The Delegate so selected will serve a term of three years, and may be reelected. A Delegate may resign as a Delegate by giving notice to the Secretary of the Coalition. The resignation takes effect at the time specified in the notice or, if no time is specified, then upon receipt of the resignation by the Secretary. Unless otherwise specified therein, acceptance of a resignation is not necessary to make it effective. A Delegate may be removed from the position of Delegate with or without cause by a majority vote at any meeting of the Coalition. The notice of such meeting must state that the purpose, or one of the purposes, of the meeting is to consider the removal of the Delegate.

5. Delegate’s Responsibilities to the Coalition. Without limiting other responsibilities that may apply by operation of law or by action of the Corporation or the Coalition, the Coalition’s Delegate shall be responsible for:

- 5.1. Attending all meetings of Members of the Corporation;
- 5.2. Attending and presiding at all meetings of the Coalition, and scheduling, preparing agendas, and giving notice for all such meetings;
- 5.3. Regularly reporting to the Coalition actions taken by the Directors or Members of the Corporation;
- 5.4. Assisting in the recruitment of new members of the Coalition;
- 5.5. Routinely reviewing coordinated entry and system performance; and
- 5.6. Exercising leadership within Ozaukee County in general and the Coalition in particular in all aspects of the fight against homelessness.

6. Nomination of the Coalition's Director of the Corporation. As often as necessary, the Coalition at a duly called and noticed meeting will nominate from among the Coalition's members an individual to be a Director of the Corporation. If elected by the Corporation, such nominee shall serve as a Director in accordance with the requirements of Article IV of the Bylaws. Nothing in this Memorandum precludes an individual who is serving as the Coalition's Delegate from being nominated for and serving as a Director of the Corporation.

7. Officers of the Coalition. The Coalition's officers shall be the Delegate and the Secretary.

7.1. In addition to the duties specified in Section 5 of this Memorandum, the Delegate shall function as the Coalition's President and Chief Executive Officer, and shall have such duties, responsibilities, and powers as the Coalition may from time to time prescribe.

7.2. The Secretary shall prepare and keep a book of minutes of all meetings of the Coalition with the name and place of holding, whether regular or special, the notice thereof given, and the names of the individual members present and the organizations represented. The Secretary shall perform such additional duties as the Coalition may from time to time prescribe. The Secretary will be elected at the annual meeting for a one-year term, and may be reelected.

Note: The signature pages identifying the members of the Coalition begin on the following page.