

**AMENDED AND RESTATED BYLAWS OF THE  
HOUSING ACTION COALITION OF WAUKESHA COUNTY, INC.**

**ARTICLE I.  
Name and Offices.**

Section 1. Name. The name of the Corporation shall be the Housing Action Coalition of Waukesha County, Inc. d/b/a the Waukesha County Local Continuum of Care, hereafter referred to as "HAC" or "Corporation."

Section 2. Principal Office. The principal office of the HAC shall be located in Southeast Wisconsin.

Section 3. Fiscal Year. The fiscal year of the HAC shall be from January 1 to December 31.

Section 4. Service Area. The service area of the HAC shall be Waukesha County.

**ARTICLE II.  
Corporate Purpose.**

Section 1. Nonprofit Purpose. This Corporation is organized exclusively for one (1) or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

Section 2. Specific Purpose. The purposes, for which HAC is organized, are to:

- a. Provide leadership to community efforts and services devoted to addressing homelessness among individuals and families in Waukesha County including implementation of the Waukesha County Homelessness Strategic Plan.
- b. Ensure the efficient and effective delivery of housing and supportive services to individuals and families experiencing homeless or who are at risk of homelessness.
- c. Function as the lead agency for the administration of public and private funding to support the provision of homeless services.
- d. When appropriate seek additional financial and in-kind resources to address homelessness through grants, donations and collaborative partnerships.
- e. Educate the community regarding homeless needs, services and best practices.

- f. Gather, analyze and publish reports to document homelessness including those issues that create and/or affect homelessness and monitor progress in effectively addressing homelessness in Waukesha County.
- g. Advocate for those it serves.

ARTICLE III.  
Membership.

Section 1. Eligibility for Provider membership in the Coalition.

- a. Provider membership shall be open to any individual or organization interested in how best to provide services to individuals and families who are experiencing homelessness.
- b. Prospective Provider members shall make an application for membership to the Secretary of the Board of Directors or Secretary's Designee for approval. The Board of Directors shall then accept the Provider membership when the annual dues and membership memorandum of understanding are submitted.

Section 2. Annual Dues. The membership period will be January 1 to December 31. Annual membership dues for an individual or organization shall be determined by the Board of Directors. The Board of Directors may, at any meeting of the Board, change the annual membership dues without amending the Bylaws. An individual or organization may seek a hardship exemption from the Board of Directors if unable to pay the annual dues. The dues amount shall not be prorated.

Section 3. Resignation and Termination.

- a. A Member may resign from membership with written notification to the Secretary of the Board of Directors or the Secretary's Designee.
- b. A Member may be terminated from membership by the Board of Directors for nonpayment of annual dues or actions that are in conflict with the purposes of the Corporation as described in Article II Section 2.
- c. A Member will not receive a refund of paid annual dues because of resignation or termination of membership.

Section 4. Members In Good Standing. To be considered a member in good standing with the HAC and eligible for funding through the HAC, a member must:

- a. Attend at least 4 HAC Member (Provider Collaborative) meetings.
- b. Have paid annual member dues.
- c. Have signed membership Memorandum of Understanding.
- e. Have completed critical reports and met information deadlines as required.

## ARTICLE IV.

### Meetings of Members - HAC Provider Collaborative.

Section 1. Annual Meeting. The HAC shall conduct an annual meeting of the Provider Membership in December to receive reports on activities, review financial condition of the HAC, and vote as necessary. The date and place of the annual meeting shall be established by the Board of Directors. In addition, the Provider membership shall hold at least three other quarterly meetings during the year. Attendance shall be taken by the Secretary or the Secretary's designee. Minutes of each meeting shall be taken by the Secretary or the Secretary's designee. Both the minutes of meetings and the attendance records shall be made available upon request.

Section 2. Special Meetings. A special meeting of the Provider membership may be called for any reason by the President or Secretary of the Board of Directors.

Section 3. Notice. Notice of meetings shall be provided via letter or email a minimum of seven (7) days prior to the meeting date.

Section 4. Quorum. A quorum of 51% of paid Members present shall be required for a Provider meeting to reach a quorum.

Section 5. Voting. All matters to be voted on shall be decided by a simple majority of those present at the meeting at which the vote occurs. Each paid Provider member shall be entitled to one vote on any issue to be decided during a Provider member meeting. Voting via electronic means may be utilized by if all members in good standing are provided the opportunity to vote electronically.

Section 6. Election of and duties of Delegate to the Balance of State.

- a. The HAC is a member of the Wisconsin Balance of State Continuum of Care (WIBOSCO or Balance of State). As a member to the Balance of State, members of the HAC shall select one of its members to represent the HAC at the quarterly meetings of the Balance of State.
- b. Elections of the Delegate shall be by nomination of interested members by the Board of Directors, subject to confirmation by a majority vote of the members of HAC.
- c. The Delegate so elected shall serve in that capacity for a one year term (December to January). There is no limit on the number of terms a Delegate may serve.
- d. Delegates may be removed and replaced during their terms only by a 2/3 majority of votes of the members of the Board of Directors present at a Board of Directors meeting.

- e. If the Delegate resigns before the end of the term, the Board of Directors shall appoint a delegate to serve the remainder of the term.
- f. The Delegate shall solely represent the HAC's interests during Balance of State meetings, taking into consideration the specific needs of the HAC.

ARTICLE V.  
Board of Directors.

Section 1. Governing Body.

- a. The Board of Directors shall be comprised of a minimum of thirteen (13) Directors and a maximum of nineteen (19) Directors.
- b. The Board of Directors shall manage the affairs of the HAC.
- c. All Board Directors have full voting rights and responsibilities.
- d. A Term of Office is two (2) years. Directors are limited to serving on the Board of Directors for a maximum of three (3) consecutive terms of office. A former director may return after a one year absence from the Board of Directors. In order to ensure Board members serve staggered terms, for the first year half of the board members will serve a one year term.
- e. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a majority vote of the Board of Directors, excluding the person whom the vote concerns.

Section 2. Selection. The Board of Directors of the HAC will be selected in the following manner:

- a. The following representatives, as listed in section i. & ii., are required and shall be included in the Board of Directors
  - i. HAC members eligible to vote pursuant to Article III of these by-laws, shall elect four (4) representatives from different active and current members of the HAC Provider Collaborative.
  - ii. The Board shall appoint one (1) representative who has experienced homelessness.
- b. The following representatives are required in appointing Directors to meet the minimum of thirteen (13) Directors
  - i. The Mayor of the City of Waukesha shall nominate two (2) representatives to be approved by the Board.
  - ii. The Waukesha County Executive shall nominate four (4) representatives to be approved by the Board; two (2) representatives from County government and two (2) representatives from other (non-City of Waukesha) municipalities in Waukesha County.

- iii. The Board may appoint one (1) representative of the health-care sector, or faith community, or college or university.
  - iv. The Board may appoint one (1) representative of a residential landlord or developer.
  - v. The Board may appoint one (1) representative of the business community.
  - vi. The Board may appoint one (1) representative from the philanthropic community.
- c. The remaining vacancies may be filled from the community at large, as approved by a majority vote of the Board of Directors.

**Section 3. Officers.**

- a. The Board of Directors shall appoint a President, Vice President, Secretary and Treasurer.
- b. Officers will be elected at the annual Board meeting and will serve one two (2) year term.
- c. Officers cannot serve more than two consecutive terms.
- d. If an individual's term of service on the Board of Directors ends before the term as officer ends, an exception is made to allow the outgoing officer to continue serving through their term as officer until succeeded.
- e. A nominating committee comprised of a minimum of three (3) Directors shall prepare a slate of candidates for Officers for presentation to the Board of Directors at the meeting immediately prior to the annual meeting.
- f. Officers will be elected by the Board of Directors by simple majority.

**Section 4. Regular Meetings.** The Board of Directors shall meet at least quarterly.

**Section 5. Annual Meeting.** The Board of Directors shall conduct an annual meeting at a fixed time annually at which reports will be provided on the year's activities, the financial status of the HAC will be reviewed, Officers will be elected and strategic directions for the next year established.

**Section 6. Special Meetings.** A special meeting of the Board of Directors may be called by the President, Secretary, or any Director.

**Section 7. Notice.** Notice of meetings shall be provided via letter or email a minimum of seven (7) days prior to the meeting date.

**Section 8. Quorum.** A quorum of 51% of the Directors shall be required for vote by the Board of Directors.

Section 9. Attendance. Directors are expected to attend at least three quarters (75%) of Board meetings.

Section 10. Vacancies. A nominating committee comprised of a minimum of three (3) Directors shall be established to propose a candidate/s to fill a Board vacancy.

Section 11. Compensation. Directors shall receive no compensation. Individuals formerly or currently experiencing homelessness may receive travel reimbursement, as needed, in order to ensure full participation.

Section 12. Conduct of Meetings. Meetings of the Board of Directors shall be conducted using Robert's Rules of Order.

Section 13. Meetings By Telephone or Other Communication Technology.

- a. Any or all Directors may participate in a regular or special meeting or in a committee meeting of the Board of Directors by, or conduct the meeting through the use of, telephone or any other means of communication by which either: (i) all participating Directors may simultaneously hear each other during the meeting or (ii) all communication during the meeting is immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors.
- b. If a meeting will be conducted through the use of any means described in subsection (a), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 14. Action by Written Consent of Directors. As provided in the Articles of Incorporation, any action required or permitted to be taken at a Board meeting may be taken without a meeting by written consent signed by two-thirds (2/3) of the Directors then in office. All Directors shall receive written notice of any action so taken, and the written action is effective on the date specified in the written consent or on the tenth day after the date on which written notice is given, whichever is later. Such consent shall have the same force and effect as a vote of the Board of Directors taken at a meeting.

Section 15. Removal. A Director may be removed for lack of attendance or for conduct injurious to the HAC or for other good cause by a two-thirds (2/3) vote of the Board of Directors.

Section 16. Conflict of Interest.

- a. Each Director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict pertains to a matter being considered by the Board.
- b. Any Director having duality of interest or conflict of interest on any matter shall abstain from voting on the matter and shall not be counted in determining the quorum for the vote on the matter. In addition, he or she shall not use his or her personal influence on the matter, but may briefly state his or her position on the matter and may answer pertinent questions from other Directors since his or her knowledge may be of great assistance.
- c. The minutes of the meeting involving any such situation shall reflect that a disclosure was made, the abstention from voting, and the quorum situation.
- d. If a Director is uncertain as to whether he or she has a duality or conflict of interest which requires abstention, or if a Director asserts that another Director has such a duality or conflict, the Board, by majority vote of those present other than the Director having the possible conflict, shall decide whether abstention is required. If abstention is required, the affected Director shall abstain from voting on the matter.

ARTICLE VI.  
Committees.

Section 1. General Committees. The Board of Directors may establish and dissolve through resolution standing committees, work groups, and task forces as deemed necessary to effectively fulfill the HAC's responsibilities and meet HUD and/or Funder requirements.

Section 2. Committee Members. Standing committees require at least three (3) Directors. Each committee requires a Director to be chair or co-chair and requires no fewer than two directors in addition to the chair or co-chair.

Section 3. Executive Committee. The officers shall comprise the Executive Committee of the HAC. The Executive Committee shall implement the policies and directives of the Board and shall transact the regular business of the corporation when the Board is not in session.

Section 4. Meetings and Action of Committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws. Minutes of each committee meeting will be made available to the Board. Committees shall report to the Board of Directors as appropriate. Committees will transact only routine and ordinary business. Any substantive business of the HAC requires full Board of Directors discussion and approval.

ARTICLE VII.  
Officers.

Section 1. Number. The principal Officers of the Corporation shall be a President, one (1) or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. The Board of Directors may elect such other Officers and assistant Officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one (1) office. Officers shall be Directors.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office from the close of the annual meeting for a term of two (2) years, or until a qualified successor is elected upon expiration of the term of that Officer, or until that Officer's death, or until that Officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. The President. The President shall be the principal executive Officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Provider Collaborative and the Board of Directors. The President shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the Corporation as he or she shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice President. In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice President (or in the event there be more than one (1) Vice President, the Executive Vice President, or if one shall not have



been designated, the Vice President with longest service in that office) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. Vice Presidents may by their election have charge and supervision of designated portions of the Corporation's affairs.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the Members' and Board of Directors' meetings in one (1) or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by the Wisconsin Statutes; (c) be custodian of the corporate records and of the seal of the Corporation if one is authorized by the Board of Directors, in which case the Secretary shall see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. The Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Corporation, and for moneys due and payable to the Corporation from any source whatsoever, including the deposit of such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall be primarily responsible for compliance with the Homeless Emergency Assistance and Rapid Transition to Housing: Continuum of Care Program; Interim Final Rule as set forth in 24 CFR Part 578 as promulgated by HUD.

Section 9. Other Assistants and Acting Officers. The Board of Directors shall have the power to appoint any person to act as assistant to any Officer, or to perform the duties of such Officer whenever for any reason it is impracticable for such Officer to act personally, and such assistant or acting Officer so appointed by the Board of Directors shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board of Directors.

Section 10. Additional Officers. Any additional Officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board of Directors.

Section 11. Compensation. Officers of the Corporation shall not receive compensation for serving as Officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Corporation. In addition, Officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board of Directors.

ARTICLE VIII.  
Indemnification.

Section 1. Mandatory Indemnification. The Corporation shall, to the fullest extent permitted or required by Sections 181.0871 to 181.0889, inclusive, of the Wisconsin Statutes, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Corporation. The Corporation may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, Board resolution, vote of the Members, the Wisconsin Statutes or otherwise. All capitalized terms used in this Article VIII and not otherwise defined herein shall have the meaning set forth in Section 181.0871 of the Wisconsin Statutes.

Section 2. Permissive Supplementary Benefits. The Corporation may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article by (a) the purchase of insurance on behalf of any one (1) or more of such Directors, Officers, employees or agents, whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of this Article, and (b) entering into individual or group indemnification agreements with any one (1) or more of such Directors or Officers.

Section 3. Private Foundations. Notwithstanding the foregoing, whenever the Corporation is a private foundation as defined in Internal Revenue Code Section 509(a), it shall not make any indemnification which would give rise to a penalty excise tax under Internal Revenue Code Chapter 42.

ARTICLE IX.  
Books and Records.

The HAC shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

Section 1. Maintenance of Corporate Records. The HAC shall keep at its principal office:

- a. Minutes of all meetings of Directors, committees of the Board, and, if the HAC has Members, of all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- c. A record of its Members, if any, indicating their names and addresses and, if applicable, the class of membership held by each Member and the termination date of any membership.
- d. A copy of the HAC's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members, if any, of the HAC at all reasonable times during office hours.

Section 2. Directors' and Members' Inspection Rights. Every Director and Member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and to inspect the physical properties of the HAC and shall have such other rights to inspect the books, records, and properties of the HAC as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 3. Corporate Seal. The HAC shall have no seal.

ARTICLE X.  
Amendments.

These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval at a regularly scheduled meeting of the Board of Directors. Proposed changes to the Bylaws must be made available to all of the Directors at least seven (7) working days prior to any meeting at which they would be approved unless such notice is waived.

ARTICLE XI.  
Dissolution.

Upon dissolution, all assets not requiring distribution or discharge of liabilities and obligations of the HAC or which are held by the HAC upon the condition requiring return whereas specifically provided by the Wisconsin Statutes, shall be distributed to 501(c)(3) groups working on behalf of the elimination of poverty in Waukesha . The purposes are intended to be exclusively charitable within the means of 501 (c) (3), Internal Revenue Code, and primarily to administer government-sponsored projects.

ARTICLE XII.  
Bylaw Review.

The Bylaws of the HAC shall be reviewed every three (3) years by a committee of no fewer than five (5) Directors.

Revision to the Bylaws approved by the Board this 13<sup>th</sup> day of May, 2019