



RESTATED BYLAWS

WISCONSIN BALANCE OF
STATE CONTINUUM OF
CARE, INC.

Adopted February 15, 2019



TABLE OF CONTENTS

Article I – General 1

 Section 1. Purposes of This Corporation. 1

 Section 2. Solicitation and Receipt of Gifts. 1

Article II – Members 1

 Section 1. Eligibility. 1

 Section 2. Membership Application. 2

 Section 3. Delegates. 2

 Section 4. Voting. 3

 Section 5. No Transfer of Membership. 3

 Section 6. Membership Dues. 3

 Section 7. Membership Responsibilities. 3

Article III – Meetings of Members 4

 Section 1. Frequency and Place of Meetings. 4

 Section 2. Annual Meetings. 4

 Section 3. Special Meetings. 4

 Section 4. Notice of Meetings. 4

 Section 5. Waiver of Notice. 5

 Section 6. Quorum. 5

 Section 7. Manner of Acting. 5

 Section 8. Action by Written Consent. 5

 Section 9. Action by Written Ballot. 6

Article IV – Directors 6

 Section 1. Powers. 6

 Section 2. Number and Qualifications of Directors. 7

 Section 3. Resignation. 8



| | | |
|---|--|----|
| Section 4. | <u>Removal.</u> | 8 |
| Section 5. | <u>Vacancies.</u> | 8 |
| Section 6. | <u>Meetings.</u> | 9 |
| Section 7. | <u>Notices.</u> | 10 |
| Section 8. | <u>Waiver of Notice.</u> | 10 |
| Section 9. | <u>Action by Written Consent.</u> | 10 |
| Section 10. | <u>Quorum.</u> | 11 |
| Section 11. | <u>Adjournment.</u> | 11 |
| Section 12. | <u>Organization.</u> | 11 |
| Section 13. | <u>Compensation.</u> | 11 |
| Article V – Conflicts of Interest | | 11 |
| Section 1. | <u>Definition.</u> | 11 |
| Section 2. | <u>Required Disclosure.</u> | 12 |
| Section 3. | <u>Exclusion from Meetings.</u> | 12 |
| Section 4. | <u>Result of Disclosure.</u> | 12 |
| Section 5. | <u>Restriction on Voting.</u> | 12 |
| Article VI – Committees and Task Forces | | 13 |
| Section 1. | <u>Standing Committees and Other Committees and Task Forces.</u> | 13 |
| Section 2. | <u>Executive Committee.</u> | 13 |
| Section 3. | <u>Nominating Committee.</u> | 13 |
| Section 4. | <u>Finance and Audit Committee.</u> | 13 |
| Section 5. | <u>System Performance Committee.</u> | 14 |
| Section 6. | <u>Other Committees and Task Forces.</u> | 14 |
| Section 7. | <u>Duties of Committees and Task Forces.</u> | 14 |
| Section 8. | <u>Term of Appointment, Meetings, and Reports.</u> | 15 |
| Article VII – Officers | | 15 |
| Section 1. | <u>Officers.</u> | 15 |



| | | |
|---|----------------------------------|----|
| Section 2. | <u>Election.</u> | 15 |
| Section 3. | <u>Resignation.</u> | 15 |
| Section 4. | <u>Removal.</u> | 15 |
| Section 5. | <u>Vacancies.</u> | 15 |
| Section 6. | <u>Chair and Vice Chair.</u> | 15 |
| Section 7. | <u>President.</u> | 16 |
| Section 8. | <u>Secretary.</u> | 16 |
| Section 9. | <u>Treasurer.</u> | 17 |
| Article VIII – Instruments, Bank Accounts, Checks, Drafts, and Securities | | 17 |
| Section 1. | <u>Execution of Instruments.</u> | 17 |
| Section 2. | <u>Bank Accounts.</u> | 17 |
| Section 3. | <u>Checks and Drafts.</u> | 18 |
| Section 4. | <u>Loans.</u> | 18 |
| Section 5. | <u>Sale of Securities.</u> | 18 |
| Article IX – Indemnification | | 18 |
| Section 1. | <u>Duty of Indemnification.</u> | 18 |
| Section 2. | <u>Insurance.</u> | 19 |
| Article X – Miscellaneous | | 19 |
| Section 1. | <u>Fiscal Year.</u> | 19 |
| Section 2. | <u>Corporate Seal.</u> | 19 |
| Article XI – Amendment | | 19 |



**RESTATED BYLAWS OF
WISCONSIN BALANCE OF STATE
CONTINUUM OF CARE, INC.**

Article I – General

Section 1. Purposes of This Corporation. The purposes of Wisconsin Balance of State Continuum of Care, Inc. (the “Corporation”) are set forth in the Restated Articles of Incorporation (the “Articles of Incorporation”). These Restated Bylaws (the “Bylaws”) specify various matters affecting the operations and governance of the Corporation.

Section 2. Solicitation and Receipt of Gifts. This Corporation shall seek gifts, grants, contributions, donations, and bequests (herein generally called “gifts”) for its purposes. While the Corporation specifically encourages unrestricted gifts the principal and income of which may be used for the Corporation’s purposes at the discretion of the Board of Directors, the Board of Directors will accept gifts for a restricted or otherwise designated purpose if such restriction is determined by the Board of Directors to be acceptable or if such restriction otherwise conforms with these Bylaws and any other guidelines established by the Board of Directors for such restricted gifts.

Article II – Members

Section 1. Eligibility. The Members of the Corporation shall consist of Local Coalitions working to end homelessness in the Corporation’s geographic service area that from time to time are invited in the manner prescribed by the Board of Directors from time to time and elect to become Members. For purposes of these Bylaws:

- (a) The Corporation’s geographic service area is all counties in the State of Wisconsin except Dane, Milwaukee, and Racine Counties.
- (b) A Local 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.



- (c) The Corporation will issue an invitation for new Members to join and publicize such invitation within its geographic service area at least annually.
- (d) In order to be eligible for Membership in the Corporation after adoption of these Bylaws, a Local Coalition must:
 - (1) Represent a defined geographic area within the Corporation’s geographic service area that does not overlap an area served by another Local Coalition;
 - (2) Include representation from both the private and nonprofit sectors in its community, including individuals who are experiencing homelessness or who were formerly homeless;
 - (3) Adopt a memorandum of understanding, corporate charter, or other written document(s) acceptable to the Corporation (“Governance Documents”) setting forth the specific mechanism(s) whereby the Local Coalition will exercise the Local Coalition’s rights and responsibilities as a Member of the Corporation, the process the Local Coalition will follow to select and remove its Delegate for Membership meetings, the period of time its Delegate will serve in that capacity, and the Delegate’s responsibilities to the Local Coalition;
 - (4) Meet at least four times per calendar year; and
 - (5) Have sent a representative to at least two meetings of the Corporation’s Members or Board of Directors within the prior calendar year.

Section 2. Membership Application. To be considered for Membership after adoption of these Bylaws, a Local Coalition must make a written application on such forms as the Board of Directors may from time to time require. The application must demonstrate that the Local Coalition meets the qualifications set forth in Article II, Section 1 and that the members of the Local Coalition have voted to apply for Membership in the Corporation. The application for Membership must be submitted to the Board of Directors at least 90 days prior to the next scheduled meeting of the Members to allow the Board of Directors sufficient time to consider the application and make a recommendation to the Membership. The Board will recommend to the Membership that the application be accepted or rejected and the application will then be considered at the next Membership meeting. If the application is accepted, the applicant will be deemed a Member upon such date as specified in the resolution adopted pursuant to which the applicant is accepted for Membership.

Section 3. Delegates. Each Member of the Corporation will be represented by one Delegate selected by the Member in accordance with its Governance Documents. The



Delegate will attend Membership meetings on behalf of the Member the Delegate represents and vote on the Member's behalf to the extent Membership voting is permitted. The Local Coalition may select its Delegate in whatever manner it deems appropriate as reflected in and consistent with the Member's Governance Documents. Each Member shall notify the Secretary of the Corporation of the identity of the Delegate selected by such Member and any subsequent change made in accordance with its Governance Documents at least thirty days prior to the meeting the Delegate will first attend as the Member's Delegate. The prior Delegate identified by the Member will continue to serve as Delegate until the qualification of a successor Delegate or the prior Delegate's removal by the Member. No Delegate is permitted to represent more than one Member.

Section 4. Voting. Each Member is entitled to one vote, cast in person or by written proxy by the Member's Delegate at any meeting of the Membership on a matter where voting is permitted. Members are permitted to vote only on the following matters:

- (a) The election and removal of Directors;
- (b) The acceptance of new Members and the termination of Membership;
- (c) The adoption of the Corporation's annual budget (including annual Membership dues) and any changes to the budget that are proposed by the Board of Directors; and
- (d) The adoption of any proposed amendments to the Articles of Incorporation and these Bylaws.

Section 5. No Transfer of Membership. No Member may transfer Membership in this Corporation or any right arising from such Membership.

Section 6. Membership Dues. The Membership of the Corporation shall annually determine Membership dues based on the recommendation of the Board of Directors. Dues must be paid not later than the deadline annually specified by the Board of Directors. The voting rights of any Member will be suspended during any period when the Member has not paid all dues owed to the Corporation. The Member's voting rights will be reinstated upon the Member's payment in full of the outstanding dues together with any late fee assessed by the Board of Directors.

Section 7. Membership Responsibilities. Without attempting to limit any other responsibilities that may apply under applicable federal or state laws or regulations, each Member of the Corporation will be responsible for:

- (a) Selecting a Delegate to attend Membership meetings and notifying the Board of Directors of any change made with regard to such selection in



- a writing signed by the President or other chief executive officer of the Local Coalition;
- (b) Promptly paying Membership dues;
 - (c) Promptly providing reports and other information requested by the Board of Directors;
 - (d) Providing leadership for confronting the issue of homelessness within the Member's geographic area;
 - (e) Assisting in the identification and recruitment of new Members and Directors; and
 - (f) Supporting the mission of the Corporation within the Member's geographic area.

Article III – Meetings of Members

Section 1. Frequency and Place of Meetings. Meetings of the Corporation's full Membership will be held at least four times per year at such place within the State of Wisconsin as may be designated by the Board of Directors, or, in the event the Board of Directors fails to make such designation, at such place as the Chair of the Board of Directors may designate.

Section 2. Annual Meetings. An annual meeting of the Members for the purpose of electing Directors and for the transaction of such other business as may come before the meeting shall be held on such date in the months of October, November, or December of each calendar year and at such time and place as shall be determined by the Board of Directors and specified in the notice of the meeting. In the event of failure, through oversight or otherwise, to hold such an annual meeting in any year in the months of October, November, or December, the meeting, upon due notice or upon waiver of notice, may be held at a later date, and any election had or business transacted at such meeting shall be as valid and effectual as if had or transacted at an annual meeting in the months of October, November, or December.

Section 3. Special Meetings. Special meetings of the Members, for any purpose or purposes, may be called by the Board of Directors or the Chair of the Board and shall be called by the Secretary whenever a request in writing for a meeting, signed on behalf of Members having one-third of the votes entitled to be cast at the meeting, is filed with the Secretary.

Section 4. Notice of Meetings. Written notice stating the place, day, and hour of the annual meeting and any special meetings, and, in the case of special meetings, the purpose or purposes for which the meeting is called, shall be given to the Members by



personal delivery or by facsimile, email, or first class mail. Each notice shall also include the proposed agenda for the meeting. Notice shall be given at least seven days and not more than thirty days before the date set for the meeting (unless a different time is described for a particular action under Chapter 181 of the Wisconsin Statutes) to each Member entitled to vote at such meeting. If sent by first class mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at the Member's address shown on the records of the Corporation, with postage thereon prepaid. Notice may also be given to the Delegates of Members whose names and addresses have been provided to the Corporation, but in all cases the failure to give notice to a particular Delegate shall not invalidate the notice given to the Member represented by the Delegate.

Section 5. Waiver of Notice. Any Member may waive notice of any annual or special meeting, which waiver shall be deemed to be equivalent to, and shall have the same effect as, notice duly given; provided, that such waiver in respect to any matter of which notice is required under any provision of Chapter 181 of the Wisconsin Statutes shall contain the same information as would have been required to be included in such notice, except the time and place of meeting. Representation of any Member at a meeting in person or by proxy shall constitute such waiver.

Section 6. Quorum. A majority of the voting power present in person or represented by proxy shall at any meeting of the Members constitute a quorum for the transaction of business except when otherwise specifically provided by law. 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 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.

Section 7. Manner of Acting. The votes of a majority of the Members entitled to vote at a meeting at which a quorum is present shall be sufficient for the transaction of any matter or matters of business, except where a larger number of votes is provided for by law or the Articles of Incorporation or Bylaws.

Section 8. Action by Written Consent. Any action required or permitted at a meeting of the Members may be approved without a meeting if a consent in writing, describing the action so taken, is signed by the most recently named Delegates on behalf of at least eighty percent of the Members entitled to vote with respect to the subject matter thereof. All signatures on the written consent shall be dated and, in determining whether the required number of Members have signed the consent, only those signatures dated after the date of the most recent meeting of the Members may be counted. Written notice of approval under this section shall be given to all Members who have not signed the written consent. If written notice is required, Member



approval under this section shall be effective ten days after such written notice is given.

Section 9. Action by Written Ballot. Any action that may be taken at an annual or special meeting of Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot under this section shall be valid only when: (a) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and (b) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A written ballot may not be revoked.

Article IV – Directors

Section 1. Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors. The responsibilities of the Directors include advancing the mission of the Corporation by developing and overseeing the execution of a substantive strategic vision; the solicitation, development, and investment of funds to assist the Corporation in achieving its goals; the formulation of any desirable amendments to the Articles of Incorporation or these Bylaws; and attendance at meetings of the Board of Directors and meetings of the Board's committees and task forces of which they are members. Without limiting the generality of the foregoing, constraining the fiduciary obligations applicable to Directors under general principles of law, or restricting the development of additional responsibilities, the Board's specific responsibilities include:

- (a) Working in partnership with the President to oversee the efficient performance of the Corporation's mission;
- (b) Articulating and periodically reviewing and updating the Corporation's mission and values;
- (c) Maintaining the Corporation's fiscal health and developing its proposed annual budget for approval by the Members;
- (d) Assisting the President in the development and successful implementation of the Corporation's long-range plans, strategies, and organizational priorities;
- (e) Determining the policies of the Corporation and the Board of Directors (including, but not necessarily limited to, a code of conduct for Directors) and



the organizational structure of the Board and its committees and task forces;
and

- (f) Annually assessing the effectiveness of the Board and providing information for the annual assessment of the effectiveness of the President.

Section 2. Number and Qualifications of Directors.

- (a) Qualifications of Directors. In the selection of Directors, consideration shall be given to the prospective Director's willingness to accept responsibility for governance, areas of interest and expertise, experience in organizational and community activities, and availability to participate in the meetings of the Board of Directors and the Board's committees and task forces. In addition, no more than one Director may be employed by any particular organization or agency that is a Member of the Corporation at the time of the Director's election to the Board of Directors.
- (b) Number and Term of Directors. The number of Directors of the Corporation shall be determined annually by the Board of Directors. Directors shall be selected as specified in paragraphs (c), (d), and (e) below. Except as otherwise provided with respect to the terms of the initial Directors following the adoption of these Bylaws and an interim appointment to fill a vacancy, each Director shall hold office for a term of three years or until such Director's successor shall have been duly elected or until such Director's death, resignation, or removal.
- (c) Directors from Local Coalitions. Each of the Corporation's Members may nominate one Director who, upon election by the Membership, will represent the Director's Local Coalition on the Board of Directors. Nothing in these Bylaws precludes a Delegate serving under Article II, Section 3 from also serving as a Director.
- (d) Required Additional Directors. The Corporation will have two additional Directors from the following categories. One of these two additional Directors must be an individual who is homeless or was formerly homeless. The other additional Director must be the person selected to serve as the manager of the Corporation's Homeless Management Information System. These two additional Directors will be nominated by the Nominating Committee and elected by the Members.
- (e) Optional Additional Directors. The Corporation may have up to four additional Directors from the following categories: (1) a Director from an organization serving veterans; (2) a Director from an organization serving youth; (3) a Director from an organization serving the chronic homeless; and (4) a Director



from an organization serving victims of domestic violence. If the Corporation decides to seek one or more of these additional Directors, they will be nominated by the Nominating Committee and elected by the Members.

- (f) Staggered Terms. Upon adoption of these Bylaws, the Directors then in office will determine whether an additional election is necessary to comply with the provisions of this Section 2. Regardless of whether an additional election is determined to be necessary, the Board of Directors will devise a method for dividing the Directors into three classes, with each class to be as nearly equal in number as possible. Except for any initial arrangement for staggered terms under the method adopted by the Directors and any interim appointment to fill a future vacancy, each Director shall hold office for a term of three years or until such Director's successor shall have been duly elected or until such Director's death, resignation, or removal, so that one of each of the three classes shall be elected at the annual meeting of the Board of Directors.
- (g) Term Limitation. Directors may be reelected, but no Director shall be eligible for reelection after being elected for and serving two successive three-year terms (following a partial term if initially elected as a Director to fill a vacancy) until at least one year shall have elapsed after the end of the second successive three-year term.

Section 3. Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. The resignation takes effect at the time specified therein 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.

Section 4. Removal. Any individual Director may be removed from office with or without cause by action of a two-thirds majority of the Board of Directors or a majority of the Members. The notice of any meeting where the removal of a particular Director is to be considered must identify the Director and state that the purpose, or one of the purposes, of the meeting is to consider the removal of the Director.

Section 5. Vacancies.

- (a) Election of Replacement Director. A vacancy or vacancies in the Board of Directors occurring for any reason may be filled by a majority of the Directors then in office, even though less than a quorum. A Director selected to fill a vacancy must be from the same Local Coalition as the Director who is being replaced and be nominated as a replacement Director by that Local Coalition.



- (b) Fulfillment of Remaining Term. Each Director elected to fill a vacancy shall hold office for the unexpired portion of the term such Director was elected to fill, or until such replacement Director's death, resignation, or removal.

Section 6. Meetings.

- (a) Annual Meeting. A regular annual meeting of the Board of Directors shall be held each year in the months of October, November, or December at such time and place as may be designated by the Chair or the President for the election of officers and the transaction of such other business as may properly come before the meeting. In the event of failure, through oversight or otherwise, to hold the annual meeting of Directors as herein provided, the meeting, upon waiver of notice or upon due notice, may be held at a later date, and any election had or business transacted at such meeting shall be as valid and effectual as if had or transacted at the annual meeting as herein provided.
- (b) Other Regular Meetings. Other regular meetings of the Board of Directors of the Corporation may be held at such regularly recurring time and place as the Board of Directors may designate.
- (c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the Chair of the Board of Directors, by the President of the Corporation, or by a majority of Directors.
- (d) Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors or a committee or task force thereof at which action on any corporate matter is taken shall be presumed to have assented to the action unless the Director's dissent shall be entered in the minutes of the meeting or unless the Director files a written dissent to such action with the person acting as secretary of the meeting before the meeting adjourns or sends a written dissent to the Secretary of the Corporation promptly after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of the action.
- (e) Methods of Conducting Meetings. Any and all Directors may participate in a regular or special meeting of the Board of Directors or in a meeting of a committee or task force of the Board, or may conduct the meeting through the use of any means of communications by which either of the following occurs:
 - (1) All participating Directors may simultaneously hear each other during the meeting; or



- (2) 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.

If a meeting is to be conducted through the use of any of the means described in this Section 6(e), all participating Directors shall be informed that a meeting is taking place at which time official business may be transacted. A Director participating in a meeting by any means described in this Section 6(e) is considered to be present in person at the meeting. If requested by a Director, minutes of the meeting shall be prepared and distributed to each Director.

Section 7. Notices. Notice of all regular and special meetings of the Board of Directors, in each case specifying the place, date, and hour of the meeting, and, in the case of special meetings, the purpose or purposes for which the meeting is called, shall be given to each Director at least seven days before the day set for the meeting such meeting. Notice may be given orally or in writing. A written notice may be delivered by facsimile, email, or first class mail. If sent by first class mail, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Director at the Director's address as it appears on the records of the Corporation. Except for a special meeting or a meeting where the removal of a Director is to be considered, neither the business to be transacted at nor the purpose of any meeting of the Board of Directors need be specified in the notice or any waiver of notice of such meeting.

Section 8. Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, a written waiver of notice of the meeting, containing the same information as would have been required to be included in a proper notice of the meeting, is signed by each Director not present at the meeting and each Director present at the meeting who objected at the meeting to the transaction of any business because the meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the meeting.

Section 9. Action by Written Consent. An action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action is signed by two-thirds of the Directors then in office. "In writing" or "written" includes a communication that is transmitted or received by electronic means, and "sign" includes executing an electronic signature. A consent under this Section 9 shall have the same force and effect as a vote of the Board of Directors taken at a meeting. If written action is taken by all Directors, the written action shall be effective when signed by all Directors unless a different effective date and time are specified in the written consent. If written action is taken by less than all



Directors, all Directors shall be notified immediately of the text of the written consent and of its effective date and time. Failure to provide such notice shall not invalidate the action taken by written consent. A Director who does not sign or consent to the action taken by written consent shall not be liable for the action. If written notice is required, the written action shall be effective on the date specified in the written consent or on the tenth day after the date on which the notice is given, whichever is later.

Section 10. Quorum. A majority of the number of the Directors then in office shall constitute a quorum for the transaction of business. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion is required by law, the Articles of Incorporation, or these Bylaws.

Section 11. Adjournment. Any meeting of the Board of Directors, whether regular or special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. Notice of the time and place of an adjourned meeting shall be given to all Directors, including the absent Directors. At any such adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting adjourned.

Section 12. Organization. The Chair of the Board of Directors, or in the absence of the Chair, the Vice Chair, or in the absence of the Chair and Vice Chair, a chair chosen by a majority of the Directors present, shall act as chair at every meeting of the Board of Directors. The Secretary of the Corporation, or a recording secretary selected by Board of Directors, or in the absence of both of such persons, any person appointed by the chair of the meeting, shall act as Secretary of the meeting.

Section 13. Compensation. Directors shall not be entitled to compensation for their services as Directors except that, upon resolution of a majority of the Directors then in office, any one or more Directors may receive reasonable reimbursement for their actual expenses in attending any meeting of the Board of Directors or in otherwise fulfilling their duties as Directors. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity or receiving reasonable compensation for such service.

Article V – Conflicts of Interest

Section 1. Definition. A conflict of interest exists when the interests or activities of any Member, Director, or officer may be seen as competing with the interests and activities of the Corporation or when a Member, Director, or officer derives a financial or other material gain as a result of a direct or indirect relationship with a third party to the detriment of the Corporation. Such conflicts are presumed to exist in those circumstances where the actions of a Member, Director, or officer may have a



preferential impact on the employer of the Member, Director, or officer. Such circumstances may include, but are not necessarily limited to, the development of policies that are biased in favor of any such employer as well as decisions affecting the allocation of resources.

Section 2. Required Disclosure. All Members, Directors, and officers are required promptly to disclose to the Board of Directors the development or existence of circumstances that constitute or might be perceived to constitute a conflict of interest, either on their part or on the part of another Member, Director, or officer. Any doubts should be resolved in favor of disclosure. All Members, Directors, and officers must complete a conflict-of-interest disclosure statement every year during their service.

Section 3. Exclusion from Meetings. If a matter comes before a meeting where the decision could be affected by the existence of a conflict of interest, the possible conflict will be discussed before a decision is made on the matter. The individual with the possible conflict will be excused from the meeting while the possible conflict is discussed unless specifically invited to remain. The final decision on the existence of a conflict shall be made by the Board of Directors.

Section 4. Result of Disclosure. No contract or other transaction between the Corporation and one or more of its Members, Directors, or officers or any other corporation, firm, association, or entity in which one or more Members, Directors, or officers are directors or officers or have a material financial interest shall be either void or voidable because of such relationship or interest or because such Member, Director, or officer is present at a meeting that authorizes, approves, or ratifies such contract or transaction or because their votes are counted for such purpose, if (1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee or task force that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote(s) or consent(s) of such interested individual(s); or (2) the contract or transaction is fair or reasonable to the Corporation. Such interested individuals may be counted in determining the presence of a quorum at a meeting of the Members, Board of Directors, or a committee or task force that authorizes or approves such contract or transaction.

Section 5. Restriction on Voting. Notwithstanding any other provision of this Article V, no Member, Director, or officer shall be permitted to vote on an allocation of funds for an organization employing such individual (or a member of such individual's immediate family) or an organization with which such individual (or a member of such individual's immediate family) has an ongoing relationship.



Article VI – Committees and Task Forces

Section 1. Standing Committees and Other Committees and Task Forces. The Corporation shall have at least four standing committees: the Executive Committee, the Nominating Committee, the Finance and Audit Committee, and the System Performance Committee. Except for the Executive Committee, which must include at least three Directors, each committee must include at least one Director. The Board of Directors may authorize, appoint, and remove members of such standing committees in accordance with this Article VI and of such additional committees and task forces as the Board may from time to time establish to act in an advisory capacity to the Board, consider appropriate matters, make reports to the Chair, President, or Board of Directors, and fulfill such other functions as may be designated. The designation of such additional committees and task forces, and the members thereof, shall be recorded in the minutes of the Board of Directors.

Section 2. Executive Committee. The Executive Committee shall be composed of five members: the Chair and Vice Chair of the Board and the President, Secretary, and Treasurer of the Corporation, all of whom shall serve ex officio. The President shall be entitled to voice but not vote as a member of the Executive Committee. The Executive Committee strives to enhance the effectiveness of the work of the Board of Directors and performs such additional functions as the Board of Directors from time to time may specify. In addition, in order to deal with an emergency situation when a meeting of the Board of Directors cannot conveniently be held, the Executive Committee is authorized to exercise all powers of the Board of Directors in the management of the affairs of the Corporation except for the election of officers and Directors. The Chair of the Board of Directors, or, in the absence of the Chair, the Vice Chair, will chair the meetings of the Executive Committee. The Executive Committee may meet prior to meetings of the Board of Directors to facilitate agenda preparation, discussion of current challenges, and full participation of the Board's leadership. The Executive Committee shall keep minutes of its meetings and regularly report on its actions and decisions to the Board of Directors and the Members.

Section 3. Nominating Committee. The Board of Directors shall appoint a Nominating Committee consisting of at least one Director. The Nominating Committee shall work to develop and conduct a process that will identify and solicit qualified organizations to become Members of the Corporation and qualified individuals to serve as Directors of the Corporation—except Directors nominated by Local Coalitions—and members of committees and task forces and will present such individuals for election or appointment by the Corporation. The Nominating Committee shall perform such additional advisory functions as the Board of Directors from time to time may specify.

Section 4. Finance and Audit Committee. The Board of Directors shall appoint a Finance and Audit Committee consisting of not more than five members, at least two



of whom shall be Directors. One of the members shall be the Treasurer of the Corporation, who shall serve as a member of the Committee ex officio and act as its chair. The Committee is responsible for acting in an advisory capacity to the Board with respect to financial and audit matters. The Committee is also responsible for assisting the Board of Directors in assessing the fiscal health of the Corporation. Without limiting the generality of the preceding sentences or restricting the development of more specific responsibilities, the Committee shall review the financial operations of the Corporation, prepare or cause to be prepared annual operating and capital budgets and financial plans, perform such other financial reviews as are deemed reasonable and appropriate, and report regularly to the Board of Directors and Members on all such reviews and its other activities. In addition, the Committee is responsible for overseeing the Corporation's annual financial audit process and for performing such additional functions as the Board of Directors from time to time may specify.

Section 5. System Performance Committee. The System Performance Committee shall be composed of the manager of the Corporation's Homeless Management Information System, who shall serve ex officio, and at least one other Director. The Committee shall be responsible for the accuracy of the Corporation's Homeless Management Information System, for compliance with all applicable laws and regulations pertaining to the System, and for acting in an advisory capacity to the Board of Directors with respect to the System. The Committee shall perform such additional functions as the Board of Directors from time to time may specify.

Section 6. Other Committees and Task Forces. The Board of Directors by resolution may designate one or more additional committees, each including at least one Director, and task forces to perform such functions as the Board specifies. A committee will generally carry out responsibilities that are ongoing or long-term in nature, while a task force will generally be assigned one or more specific projects. A person who is not a Director of the Corporation may be appointed to any committee or task force if such person is interested in supporting the purposes of the Corporation and has professional, business, or other knowledge, experience, or expertise such that the appointment would be helpful to the committee or task force.

Section 7. Duties of Committees and Task Forces. Each committee identified in or appointed pursuant to this Article VI shall have or promptly develop a written charter. The charter shall include a specific description of the duties, responsibilities, and procedures pertaining to the committee's operations. The charter shall be submitted to the Board of Directors for review and, upon approval by the Board of Directors, shall constitute the charter of the duties, responsibilities, and procedures of the committee. Each committee charter shall be reviewed periodically and revised as from time to time may be appropriate.



Section 8. Term of Appointment, Meetings, and Reports. Unless otherwise specified in this Article VI, the term of appointment for the chair and any member of any committee and task force shall be one year, and a person serving in such capacity may be reappointed. All committees and task forces shall meet as often as necessary to fulfill their responsibilities. The chairs and members of all committees and task forces are expected to be diligent in attending meetings. Each committee and task force shall maintain a written record of its proceedings, recommendations, and actions and shall make such oral or written reports as the Board of Directors may from time to time require.

Article VII – Officers

Section 1. Officers. The Corporation shall have a Chair and a Vice Chair of the Board of Directors, and a President, a Secretary, a Treasurer, and such other officers or assistant officers as the Directors may from time to time elect.

Section 2. Election. The officers of the Corporation shall be chosen annually by the Board of Directors at its annual meeting, and each officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation, or removal. Election or appointment as an officer shall not of itself create contract rights.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors, as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed from office by the action of the Board of Directors whenever in their judgment the best interests of the Corporation would be served thereby, without prejudice to the contract rights, if any, applicable with respect to the officer so removed. Action to remove an officer shall require the affirmative vote of at least two-thirds of the Directors then in office and shall be subject to, and taken in accordance with, all contract rights, if any, applicable with respect to the officer's service.

Section 5. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors.

Section 6. Chair and Vice Chair. The Chair shall, when present, preside at meetings of the Members and of the Board of Directors and shall have such other duties, responsibilities, and powers as may be assigned by the Board of Directors. The Vice Chair will preside at such meetings if the Chair is absent.



Section 7. President. The President, who may also be called the Continuum of Care Director or the COC Director, shall be the chief executive officer of the Corporation and shall have such duties, responsibilities, and powers as may be necessary to carry out the directions and policies of the Board of Directors or prescribed in these Bylaws or otherwise delegated by the Board of Directors. The President shall at all times be subject to the policies, control, and direction of the Board of Directors. The President may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when the signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation; provided, however, that neither the President nor any other officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to Article VIII of these Bylaws dealing with such matters. The President shall, whenever it may in the President's opinion be necessary, prescribe the duties of other employees of the Corporation, in a manner not inconsistent with the provisions of these Bylaws and the directions of the Board of Directors.

Section 8. Secretary. The Secretary shall:

- (a) Certify and keep the original or a copy of its Articles of incorporation and Bylaws, as amended or otherwise altered to date.
- (b) Keep a book of minutes of all meetings of the Members and of the Board of Directors and committees thereof with the time and place of holding, whether regular or special and, if special, how authorized, the notice thereof given, and the names of those present at the meetings.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records of the Corporation.
- (e) See that the books, reports, statements, and all other documents and records required by law are properly kept and filed.
- (f) Exhibit for inspection upon request the relevant books and records of the Corporation for any proper purpose at any reasonable time.
- (g) 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 Board of Directors.



Section 9. Treasurer. The Treasurer shall perform or have performed under the Treasurer's direction the following functions:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- (b) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus.
- (c) Exhibit for inspection upon request the relevant books and records of the Corporation for any proper purpose at any reasonable time.
- (d) Render interim statements of the condition of the finances of the Corporation to the Board of Directors upon request, and render a full financial report at the annual meetings of the Members and Directors of the Corporation.
- (e) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- (f) In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

Article VIII – Instruments, Bank Accounts, Checks, Drafts, and Securities

Section 1. Execution of Instruments. Except as in these Bylaws otherwise provided, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances. Except as so authorized, or as in these Bylaws otherwise expressly provided, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.

Section 2. Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general or special bank accounts with such banks, trust companies, or other depositories as may be selected by the Board or any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to those bank accounts, not inconsistent with the provisions of these Bylaws, as the Board may deem expedient.



Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall be determined from time to time by a resolution of the Board of Directors. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature by the President, the Treasurer or any Assistant Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

Section 4. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the Board of Directors.

Section 5. Sale of Securities. The Board of Directors may authorize and empower any officer or officers to sell, assign, pledge, or hypothecate any and all shares of stock, bonds, or securities, or interest in stocks, bonds, or securities, owned or held by this Corporation at any time, including, without limitation because of enumeration, deposit certificates for stock and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchaser or purchasers, pledgee or pledgees, on behalf and in the name of this Corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by this Corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. However, this Corporation shall not offer or sell any of its securities in violation of any state or federal securities law registration or other requirement.

Article IX – Indemnification

Section 1. Duty of Indemnification. To the full extent permitted from time to time by law, each organization or person who was or is a party or is threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this Corporation, by reason of the fact that such organization or person is or was a Member, Director, officer, employee, agent, volunteer, or member of any committee or task force of this Corporation shall be indemnified against judgments, penalties, fines (including, without limitation, excise taxes assessed with respect to an employee benefit plan), settlements, and reasonable expenses, including attorneys' fees and



disbursements, incurred by the organization or person in connection with the proceeding. The indemnification provided by this Article IX shall continue as to an organization or person who has ceased to be a Member, Director, officer, employee, agent, volunteer, or member of a committee or task force of this Corporation and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this Article IX.

Section 2. Insurance. The Corporation shall purchase and maintain insurance (in such amounts deemed appropriate by the Board of Directors from time to time) on behalf of an organization or person who is or was a Member, Director, officer, employee, agent, volunteer, or member of a committee or task force of this Corporation against any liability asserted against and incurred by the organization or person in or arising from that capacity, whether or not this Corporation would have been required to indemnify the person against the liability under Section 1 of this Article IX.

Article X – Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31.

Section 2. Corporate Seal. The Corporation shall not have a seal.

Article XI – Amendment

Subject to the procedural requirements set forth below, these Bylaws may be amended or repealed and new Bylaws may be adopted by a two-thirds majority vote of the Members cast at any regular or special meeting of the Members. A Member seeking to amend the Bylaws must provide written notice to the Board of Directors at least sixty days before the Membership meeting at which the amendment will be considered, setting forth the exact text of the proposed amendment. Upon timely notice to the Board, the Board shall develop a recommendation with regard to the proposed amendment. The Secretary shall cause the notice of any Membership meeting at which a proposed amendment is to be considered to include: (a) a statement that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws; (b) a copy of the text of the proposed amendment as provided by the Member proposing the amendment; and (c) a summary of the Board's recommendation regarding the proposed amendment. The Board of Directors may also propose an amendment to these Bylaws. If a proposed amendment is put forth by the Board for consideration by the Members, the notice of the meeting at which the amendment will be considered shall similarly include a statement that a purpose of the meeting is to consider amendment of the Bylaws, the exact text of the proposed amendment, and a summary of the Board's recommendation regarding the proposed amendment.