

BYLAWS
OF
THE VOLUSIA/FLAGLER COUNTY COALITION FOR THE HOMELESS, Inc.
Adopted May, 2000,
Revised May 2005; May 2006 and February 2007.

ARTICLE 1
Area Served, Principal Office and Purpose

Section 1. Area

The geographical area served by this Coalition shall be specifically that of Volusia and Flagler Counties in the State of Florida.

Section 2. Principal Office

The principal office of the Volusia/Flagler County Coalition for the Homeless, Inc. herein referred to as the Coalition, is presently located in the City of Daytona Beach, County of Volusia, State of Florida, and may be located at such place, within the area served by the Coalition, as the Board of Directors may from time to time designate.

Section 3. Purpose

The purpose for which the Coalition is formed and organized exclusively is for charitable and/or educational purposes related to services for homeless persons in the service area. In pursuance of the foregoing purposes, the Coalition shall facilitate and coordinate the provision of emergency shelter, transitional housing and permanent housing, and/or supportive services for homeless persons and persons at risk of homelessness. In furtherance of the stated purpose the Coalition shall:

- a) Develop and adopt, and from time to time amend, a comprehensive plan for public and private agencies to deal effectively with the problems of homeless persons in the Coalition service area.

- b) Coordinate, evaluate and provide administrative and/or direct services and assistance in implementing and carrying out the comprehensive plan developed by the Coalition.
- c) Encourage sound policy in matters relating to homelessness.
- d) Advance the knowledge and information on homelessness and the services available or needed to address homelessness.

The mission of Volusia/Flagler County Coalition for the Homeless, Inc. includes the provision of decent housing that is affordable to low and moderate income persons in Volusia County.

The Coalition will provide a formal process for low income, program beneficiaries to advise the organization in all of its decisions regarding the design, siting, development, and management of all HOME assisted affordable housing projects through the use of periodic meetings, surveys, questionnaires or similar instrument.

ARTICLE II Members

Section 1. Members

Any Volusia/Flagler County resident, 18 years old or older, or any Volusia/Flagler County public/private entity, interested in the purposes of the Coalition, shall upon payment of membership dues and recognition by the Board of Directors, become a member of the Coalition for the year in which the dues were paid.

Agency or organizational members shall annually complete a written form, designating the official representative who shall have the right to vote on matters placed before the membership, which form shall be filed with the Executive Director of the Coalition.

Section 2. Term of Membership

- a) Any person/entity who is eligible for membership in the Coalition may become a member upon filing application with the Board of Directors indicating such person's desire to be a member. Any such applicant may become a member upon payment of membership dues and affirmative vote of a majority of the Board of Directors present at any regular or special meeting.
- b) The term during which a person/entity shall be a member of this Coalition shall begin immediately following the adjournment of the meeting of the Board of this Coalition when such person/entity's application for membership is approved. Membership shall be renewed at least thirty (30) days prior to the Annual Meeting. A list of members eligible to vote shall be available thirty (30) days prior to the Annual Meeting.
- c) A resignation will become effective at the close of the Coalition meeting at which the resignation is voted upon by the Board of Directors.
- d) A member may be removed by a majority vote of the full Board. Members may be removed for failure to pay dues, or if a member otherwise fails to carry out the duties and responsibilities required of members.

Section 3. Membership Rights and Privileges

- a) Each member shall be entitled to one vote per agency/organization represented, or one vote per individual membership. If the member is a dual member (representative of an agency/organization and an individual member), that member shall be entitled to two votes on each matter submitted to a vote of the membership – one vote as an individual member, and one on behalf of the agency or organization which he/she represents.
- b) Each member shall have the right to attend meetings of the Board of Directors, General Membership or any Committee.
- c) Each member shall have the right to hold office and serve on committees, as described in these bylaws.

- d) Each member shall be entitled to receive notifications of all Board and General Membership meetings and any publication of the Coalition, as approved by the Board of Directors.

Section 4. Resignation

Any member may resign by filing a written resignation with the Executive Director of the Coalition.

Section 5. Transfer of Membership

Membership in the Coalition is not transferable or assignable, although a member agency/organization may appoint such designee as it wishes from time to time, providing the official designation form is filed with the Executive Director of the Coalition.

Section 6. Meetings

- a) There shall be six General Membership Meetings held annually. Locations for the meetings shall be determined by the Board, with every effort made to hold at least one meeting in Flagler County, and one meeting in West Volusia.
- b) The Annual Meeting of the members shall be held in May of each year in conjunction with the Annual Meeting of the Board of Directors. The Annual Meeting shall count as one of the six General Membership meetings.

Section 7. Special Meeting

The President of the Coalition or a majority of the members of the Board of Directors may call a special meeting of the members of the Coalition at any time, provided that notice of the time, date and purpose of that meeting is given to each member by mail at least five (5) days prior to the meeting.

Section 8. Quorum

A majority of the members of the Volusia/Flagler County Coalition for the Homeless shall constitute a quorum of any meeting of the members.

A majority of members of a committee shall constitute a quorum for the conduct of business in said designated committee.

Section 9. Membership Classification

The Coalition recognizes the following membership classes: individual; corporate; non-profit; and government. Notwithstanding the above delineated classification, the Board of Directors reserves the right to create additional membership classification(s) if in its sole discretion it is in the interest of this Coalition to do so.

Section 10. Dues

There shall be yearly membership dues of an amount as may be determined by the Board of Directors. Dues for a homeless individual may be waived by the Board of Directors upon application and written request for waiver.

ARTICLE III Board of Directors

Section 1. Number and Composition

- a) The minimum total number of members of the Board of Directors of the Coalition shall be nineteen (19).
- b) The Board of Directors shall be composed of persons drawn from the membership of the Volusia/Flagler County Coalition for the Homeless and shall include the appointed positions of president, past president, vice-president, secretary, and treasurer.

- c) There shall be at least one (1) person who is homeless, or formerly homeless, on the Board of Directors.
- d) To remain a certified Community Housing Development Organization (CHDO) the Coalition will:

Maintain at least one-third of the governing board's membership for residents of low-income neighborhoods, other low income community residents, or elected representatives of low income neighborhood organizations. No more than one third of the governing board members will be public officials or government employees.

Section 2. Election of the Board of Directors

Members of the Board of Directors shall be elected by a majority of the membership at the Annual Meeting.

Section 3. Term of Membership on Board

- a) Directors shall be elected for staggered two (2) year terms,
- b) The term during which an individual shall be a member of the Board of Directors of this Coalition shall begin immediately following the adjournment of the meeting of the Board of Directors at which such individual is elected to the membership of the Board of Directors, and shall continue until that individual's successor shall be duly elected and qualified.

Section 4. Resignation

Any member of the Board of Directors may resign by filing a written resignation with the Executive Director of the Coalition.

Section 5. Vacancies

Any vacancy occurring on the Board of Directors and any Directorship to be filled by reason of any increase in the number of Directors, shall be filled by majority vote of the Board of Directors. A Director elected to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office. A member appointed to increase the Board shall be seated as provided in Section 3, subsection a).

Section 6. Discipline and/or Removal of Directors

Any Board member may be reprimanded, suspended or removed for cause by the Board of Directors. Cause shall include a failure, in serious degree, to observe the Coalition's rules of conduct as prescribed by the Board. The Board may remove a member whenever three (3) consecutive meetings (committee meetings and/or Board meetings) are missed. Any member to be disciplined shall be given a fifteen (15) day prior written notice of the proposed discipline and reasons therefore. The notice shall also advise the member of the opportunity to be heard, orally or in writing, not less than five days before the effective date of the discipline by the Board or its designee. The Board or its designee shall determine whether cause exists and the appropriate discipline, if any.

Section 7. General Powers

The Board of Directors shall:

- a) Be the representative of the Coalition and shall manage its affairs and establish policies subject to the conditions and limitations prescribed in these bylaws.
- b) Receive all Committee reports and take appropriate action on recommendations made in these reports, where required.
- c) Direct investments and care of the funds of the Coalition.
- d) Make funds available for regular operation of the Coalition and for specific purposes directed by the Board.
- e) Not incur any unauthorized liability on behalf of the Coalition.

Section 8. Annual Meeting

The Annual Meeting of the Board of Directors shall be held in May of each year.

Section 9. Other Meetings

The Board of Directors shall adopt from time to time a schedule of regular meetings as it deems necessary to carry out its functions. The President may call a special meeting of the Board of Directors at any time, and shall do so upon written petition of the majority of the members of the Board of Directors. Such a petition must specify the purpose for which the meeting is to be called.

Section 10. Quorum

A quorum at any meeting of the Board of Directors shall be fifty percent (50%) plus one of the members of the Board of Directors. Action of the Board of Directors may be taken upon the vote of a majority of those members present at any meeting duly called and convened at which a quorum is present.

Section 11. Notice

Notice of a special meeting of the Board of Directors shall be mailed to each member of the Board of Directors not less than five (5) days prior to the meeting, except in the case of an emergency as determined by the President, in which case notice may be given by telephone or in person; provided, however, that the emergency situation shall be authenticated in the minutes of the meeting.

Section 12. Conflict of Interest

- a) Any duality of interest or possible conflict of interest on the part of any Director shall be disclosed to the other Directors and made a matter of record through an annual procedure to be established by the Board of Directors, and also when the interest becomes a matter of Board action.

- b) No Officer or Director of the Coalition, nor any other corporation, firm, association or other entity in which one or more of the Coalition's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with the Coalition, unless:

- i) The material facts regarding the director's financial interest in such contract of transaction or regarding such common directorship, common officer status, or financial interest are fully disclosed in good faith and noted in the Minutes, and are known to all members of the Board prior to the Board's consideration of such contract or transaction;
 - ii) Such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the vote(s) of interested directors;
 - iii) Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation, that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
 - iv) The Coalition for its own benefit, enters into the transaction, which is fair and reasonable to the Coalition at the time the transaction is entered into.
- c) A copy of this conflict of interest section shall be furnished annually to each Officer and Director and to each senior staff member presently serving the Coalition, and it shall be reviewed annually. Any new Officers, Directors or staff members shall also be provided a copy of this section upon undertaking duties of such office.

ARTICLE IV Officers

Section 1. Officers

The officers of the Coalition shall be a President, Past President, Vice President, Secretary and Treasurer.

The officers of the Coalition shall constitute the Executive Committee, which shall meet each month that a Board meeting is not held.

Section 2. Duties of Officers

a) President

1. Chair meetings of the Executive Committee, Board, and General Membership.
2. Establish an Agenda for all meetings.
3. Appoint all Committee Chairs and ensure that Committee Chairs fulfill their responsibilities, failing which, the President shall be responsible for removing and replacing the Chair.
4. Serve as a signatory on all accounts held by the Coalition.
5. Serve as one of two official spokespersons for the Coalition, with the Executive Director being the other spokesperson.
6. Serve as one of two official signatories for authorized contracts, with the Executive Director being the other signatory.

b) Vice President

1. Serve as President Pro Tempore in any situation in which the President is unable to serve.
2. Serve as a signatory on all accounts held by the Coalition.
3. Attend all meetings of the Executive Committee, Board and General Membership.

c) Secretary

1. Ensure that all Minutes are recorded by the Executive Director or his/her designee.
2. Execute all banking resolutions and other official documents of the Coalition requiring the Secretary's signature.
3. Serve as a signatory on all accounts held by the Coalition.
4. Attend all meetings of the Executive Committee, Board and General Membership

d) Treasurer

1. Review monthly financial reports and the official Treasurer's Report to the Executive Committee or Board of Directors, prepared by the Executive Director.
2. Ensure that bank statement and financial accounts are reconciled by staff monthly.

3. Review annual audit and year end financial statements and tax filings prepared by the Coalition's CPA.
4. Serve as a signatory on all accounts held by the Coalition
5. Attend all meetings of the Executive Committee, Board and General Membership

Section 3. Absence or Disability of President

In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.

Section 4. Election of Officers

Officers shall be elected by a majority of the members present at the Annual Meeting.

Section 5. Term of Office

The terms of office for Officers shall be one year, and the term shall begin immediately following their election and installation. No Officer shall hold the same office for more than once consecutive term, but any Officer shall be eligible for any other office.

Section 6. Removal of Officers

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors following the same rules and procedures as established in Article III, Section 6 of these bylaws.

Section 7. Vacancies

A vacancy in any office due to the death of, resignation, removal, disqualification or otherwise, of any officer may be filled by the Board of Directors as stated in Article III, Section 5, for the unexpired portion of the term.

ARTICLE V

Nomination and Election of Officers and Directors

Section 1. Nominations for Officers and Directors for following year shall be solicited, received and considered by the Nominating Committee, which shall comprise of members of the Executive Committee, and two at large members who shall be appointed by the Board.

Section 2. Nominees shall be members of the Coalition in good standing. Nominees should also be diverse. Considerations of the Nominating Committee should include geographic, gender, ethnic, and experiential diversity.

Section 3. The Nominating Committee shall select a slate of Officers and Directors, which shall be mailed to the membership prior to the Annual Meeting. All nominees shall have signified their willingness to serve.

Section 4. The Nominating Committee shall present its report at the Annual Meeting of the Membership. The eligible voting members of the Coalition shall elect Officers and Directors by a majority vote. If more than one name is placed in nomination for office, voting shall be by ballot or by hand count, and the nominee receiving a majority of the votes cast shall be declared elected.

Section 5. Should any nominee not receive a majority of the votes cast for that office, the names of the two nominees receiving the greatest number of votes shall be submitted immediately for consideration.

ARTICLE VI

Staff

The Board of Directors shall select an Executive Director, who shall be charged with carrying out the policies and goals of the Coalition as stated in an annual contract to be negotiated by the Executive Committee.

ARTICLE VII
Committees

Section 1. Executive Committee

- a) The Executive Committee shall be Chaired by the President and shall comprise the officers of the Coalition. The Executive Committee shall act in place of the Board between Board meetings, and on all emergency matters, except those specifically reserved for the Board by these bylaws and the provisions of the State of Florida non profit corporation law statutes.
- b) Actions of the Executive Committee shall be reported to the Board by the President at the next Board meeting immediately following any meeting of the Executive Committee.
- c) The Executive Committee shall select the Executive Director for approval by the Board of Directors, and shall conduct annual performance evaluations of the Executive Director and negotiate annual management contracts with the Executive Director.
- d) The Executive Committee shall serve as the Personnel Committee of the Coalition, and shall provide guidance and deal with personnel issues as they relate to Coalition employees, and shall recommend to the Board on issues of employee staffing levels, compensation, salary and benefits.

Section 2. Committees

- a) The Board of Directors shall have full powers to establish such committees as it shall deem necessary from time to time.
- b) Chairs of any committee shall:
 - i) Be members of the Coalition in good standing,
 - ii) Attend Coalition Board meetings.

- iii) Ensure that written agenda and minutes are prepared for each meeting held.
- iv) Ensure that adequate notice of meetings is provided to members of the Committee.
- v) Submit written reports and recommendations for review by the Board.
- vi) Shall not be authorized to obligate the Coalition financially or contractually.

ARTICLE VIII
Limitation on Director Liability

Section 1. Personal Ability

A Director of the Coalition shall not be personally liable for monetary damages for any action taken or failure to take an action, in accordance with the good faith performance of their duties.

Section 2. Standard of Care

- a) Each Director of the Coalition shall perform his/her duties as a Director, including his/her duties as a member of any committee of the Board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interest of the Coalition and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his/her duties, a Director shall be entitled to rely, in good faith, on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:
 - 1) One or more officers or employees of the Coalition whom the Directors reasonably believes to be reliable and competent in the matters presented.

- 2) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person.
- 3) A committee of the Coalition, duly designated in accordance with the bylaws, which the Director reasonably believes to merit confidence.

A Director shall be considered to be acting in good faith if he/she has and discloses knowledge concerning the matter in question.

- b) In discharging the duties of their respective positions, the Board of Directors, committees of the Coalition and individual Directors may, in considering the best interest of the Coalition, consider the effects of any action upon employees, suppliers and customers of the Coalition and upon communities in which offices or other establishments of the Coalition are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (a) of this Section.
- c) Actions taken as a Director or any failure to take action shall be presumed to be in the best interest of the Coalition; and not due to personal financial gain, lack of good faith or self-interest.

ARTICLE IX

Audit

The books of the Coalition may be audited annually by a certified public accountant selected by the Board of Directors.

ARTICLE X
Rules of Order

The Board shall from time to time, establish and/or review parliamentary rules of order which shall govern the Coalition and its Board of Directors in all cases to which they are applicable and to which they are not inconsistent with the provisions of the Articles of Incorporation of the Volusia/Flagler County Coalition for the Homeless, the provisions of these bylaws, and the provisions of special rules of order established by the members or Directors.

ARTICLE XI
Fiscal Year

The fiscal year of the Coalition shall be July 1 to June 30.

ARTICLE XII
Amendments to By-Laws

Section 1. Substantive Amendments Affecting the Rights of Members

- a) Substantive amendments to these bylaws – i.e. those affecting the rights of members, may be proposed by a majority of the Board, or through the Board upon petition by twenty percent (20%) of the members in good standing. All proposed amendments shall be submitted in writing to the Board, for review.
- b) The Executive Director shall mail notices and complete text of proposed amendments, on instruction of the Board, to each eligible voting member at least seven (7) days before it is to be voted upon. Notice hereunder may be waived by unanimous consent of the members in attendance at the Annual Meeting of the Coalition.
- c) Substantive amendments shall be approved by two-thirds majority affirmative vote of the eligible voting membership present and voting at the Annual Meeting of the Coalition.

- d) A proposed substantive amendment may be mailed by the Executive Director to each eligible voting member for the purpose of voting by letter ballot. The ballot shall be returned no later than thirty (30) days following the mailing of the proposed amendment. A two-thirds affirmative vote of the letter ballots cast is required for adoption of the amendment.

Section 2. Administrative Corrections and Changes

- a) Administrative corrections, changes or additions -- i.e. those not affecting the rights of members, may be made upon a two-thirds affirmative vote of the Board and are not required to be submitted to the membership for approval.
- b) Corrections and changes proposed shall be reviewed by the Executive Director and Executive Committee to determine that they are in conformance with the bylaws, and will not affect the rights of members.
- c) The Board cannot make changes to the bylaws that change the Board composition and election, name, purpose of the Coalition, or membership rights and privileges without notice to and approval of the membership of the Coalition.

ARTICLE III
Designated Contributions

The Board of Directors may accept designated contributions, grants, or bequests consistent with the tax exempt purpose of the Coalition, providing that provisions are made to ensure that funds are appropriately accounted for and are expended for the purposes for which they are designated. Appropriate accounting may entail opening designated accounts.

ARTICLE XIV
Prohibition Against Dividends

No person, firm or Association shall ever receive dividends or profits from the undertaking of this Coalition.

ARTICLE XV
Dissolution

Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations for exemption under Section 501 c) 3) of the Internal Revenue Code, or returned to the federal, state or local government if grant funds are unexpended, for public purpose, and none of the assets will be distributed to any member, officer, or director of this Coalition.

ARTICLE XVI
Indemnification

Section 1. General

To the fullest extent permitted by law, the Coalition shall indemnify and hold harmless all agents against claims arising out of any alleged or actual action or inaction in the good faith performance of their duties. Agents, for this purpose, shall include Directors, Officers and employees of the Coalition.

Section 2. Expenses

Agents shall be indemnified against all expenses (including attorney's fees), judgments and amounts paid in connection with any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of the Coalition), by reason of the fact that the Agent is or was an employee, Officer or Director of the Coalition.

Section 3. Insurance

The Coalition shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Agents against any liability asserted against or incurred by the Agent in such capacity arising out of the Agent's status as such.

ADOPTED BY VOTE OF _____ Date _____

AFFIRMED BY

President Date

And

Executive Director Date